

AMERICA MOVIL SAB DE CV/

Form 424B2

June 03, 2014

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Filed Pursuant to Rule 424(b)(2)

Registration No. 333-182394

Calculation of Registration Fee

Title of Each Class of Securities Offered	Aggregate Offering Price⁽¹⁾	Amount of Registration Fee⁽²⁾
7.125% Senior Notes due 2024	U.S.\$580,792,045.47	U.S.\$74,806.02

(1) The U.S. dollar equivalent of the aggregate offering price of the notes has been calculated using the exchange rate for June 2, 2014 of Ps.12.9134 = US\$1.00, as reported by Bloomberg.

(2) The registration fee is calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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PROSPECTUS SUPPLEMENT

(To Prospectus Dated November 27, 2012)

América Móvil, S.A.B. de C.V.

Ps.7,500,000,000

7.125% Senior Notes due 2024

We are offering Ps.7,500,000,000 aggregate principal amount of our 7.125% senior notes due 2024 (the notes). We will pay interest on the notes on June 9 and December 9 of each year, beginning on December 9, 2014. The notes will mature on December 9, 2024.

The notes will rank equally in right of payment with all of our other unsecured and unsubordinated debt obligations from time to time outstanding. The notes will not be guaranteed by any of our subsidiaries.

In the event of certain changes in the applicable rate of Mexican withholding taxes on interest, we may redeem the outstanding notes, in whole but not in part, at a price equal to 100% of their principal amount plus accrued interest thereon to the redemption date.

The notes are concurrently being offered in Mexico pursuant to a prospectus approved by the *Comisión Nacional Bancaria y de Valores* (the Mexican National Banking and Securities Commission, or CNBV). The notes will be registered with the *Registro Nacional de Valores* (the Mexican National Securities Registry) maintained by the CNBV.

We will apply to list the notes on the *Bolsa Mexicana de Valores, S.A.B. de C.V.* (the Mexican Stock Exchange) and on the Official List of the Luxembourg Stock Exchange for trading on the Euro MTF Market.

Investing in the notes involves risks. See Risk Factors beginning on page S-6 of this prospectus supplement and page 5 of the accompanying prospectus.

	Price to Public⁽¹⁾	Underwriting Discounts	Price to Underwriters	Proceeds to América Móvil⁽¹⁾
7.125% Senior Notes due 2024	99.728%	0.250%	99.478%	Ps. 7,460,850,000

(1) Plus accrued interest, if any, from June 9, 2014.

THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS ARE SOLELY OUR RESPONSIBILITY AND HAVE NOT BEEN REVIEWED OR AUTHORIZED BY THE CNBV. THE TERMS AND CONDITIONS OF THIS OFFER WILL BE NOTIFIED TO THE CNBV FOR INFORMATION PURPOSES ONLY AND SUCH NOTICE WILL NOT CONSTITUTE A CERTIFICATION AS TO THE INVESTMENT VALUE OF THE NOTES OR OUR SOLVENCY. THE REGISTRATION OF THE NOTES WITH THE MEXICAN NATIONAL SECURITIES REGISTRY DOES NOT IMPLY ANY CERTIFICATION AS TO THE INVESTMENT VALUE OF THE NOTES, OUR SOLVENCY OR THE ACCURACY OF THE INFORMATION CONTAINED HEREIN, AND DOES NOT VALIDATE ANY ACT DONE IN VIOLATION OF APPLICABLE LAWS.

Neither the U.S. Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Delivery of the notes will be made in book-entry form through the facilities of Clearstream Banking, société anonyme (Clearstream), and Euroclear Bank S.A./N.V. (Euroclear), for the accounts of their direct and indirect participants, including *S.D. Ineval Institución para el Depósito de Valores, S.A. de C.V.*, on or about June 9, 2014.

Joint Book-Running Managers

Deutsche Bank Securities HSBC Morgan Stanley BBVA Citigroup Credit Suisse

The date of this prospectus supplement is June 2, 2014

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PROSPECTUS

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We are responsible for the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference therein. Neither we nor any of the underwriters has authorized any person to give you any other information, and neither we nor any of the underwriters takes any responsibility for any other information that others may give you. This document may only be used where it is legal to sell the notes. You should not assume that the information contained in this prospectus supplement, the

accompanying prospectus and the documents incorporated by reference is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates. We are not making an offer of the notes in any jurisdiction where the offer is not permitted.

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IMPORTANT CURRENCY INFORMATION

You are required to pay for the purchase of the notes in Mexican pesos. The underwriters may, in their discretion and upon your request, arrange for the conversion of your payment in U.S. dollars or another currency into Mexican pesos in order to facilitate the purchase of the notes. All conversions will be made by the underwriters at the applicable exchange rate quoted by them in their absolute discretion and on the terms that they may from time to time establish in accordance with their regular foreign exchange practice. You will be responsible for paying all commissions and fees for any currency conversion related to the purchase of the notes.

We will make all payments on the notes, including payments of interest and the payment of principal at maturity, in Mexican pesos. Consequently, investors with accounts that cannot accept payments on the notes in Mexican pesos must determine how to convert these payments into U.S. dollars or another currency. Your financial institution may automatically convert payments from Mexican pesos into U.S. dollars or another currency if you do not arrange for account facilities denominated in Mexican pesos. You will be responsible for paying all commissions and fees for any currency conversion related to any payment on the notes.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights key information described in greater detail in this prospectus supplement or the accompanying prospectus, including the documents incorporated by reference. You should read carefully this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein before making an investment decision.

América Móvil

We provide telecommunications services in 18 countries. We are the largest provider of wireless communications services in Latin America based on number of subscribers, with the largest market share in Mexico and the third-largest in Brazil, in each case based on the number of subscribers. We also have major fixed-line operations in Mexico, Brazil, Colombia and 11 other countries.

Summary of the Offering

*The following summary contains basic information about the notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete description of the terms and conditions of the notes, see *Description of Notes* in this prospectus supplement and *Description of MXN Notes* in the accompanying prospectus.*

Issuer	América Móvil, S.A.B. de C.V.
Notes Offered	Ps.7,500,000,000 aggregate principal amount of 7.125% Senior Notes due 2024.
Price to Public	99.728%, plus accrued interest, if any, from June 9, 2014.
Issue Date	The notes will be issued on June 9, 2014.
Maturity	The notes will mature on December 9, 2024.
Interest Rate	The notes will bear interest at the rate of 7.125% per year from June 9, 2014.
Interest Payment Dates	Interest on the notes will be payable on June 9 and December 9 of each year, beginning on December 9, 2014.
Currency of Payment	All payments of principal of and premium, if any, and interest on the notes will be made in Mexican pesos.
Calculation of Interest	Interest will be computed on the basis of the actual number of days during the relevant interest period and a 360-day year.

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Ranking

The notes will be our unsecured and unsubordinated obligations and will rank equally in right of payment with all of our other unsecured and unsubordinated debt. The notes will be effectively subordinated to all of our existing and future secured obligations and to all existing and future liabilities of our subsidiaries. All of our outstanding debt securities that were issued in the Mexican and international markets through mid-September 2011 are unconditionally guaranteed by our subsidiary Radiomóvil Dipsa, S.A. de C.V. (Telcel). Accordingly, the holders of those outstanding debt securities will have priority over the holders of the notes with respect to claims to the assets of Telcel. The notes do not restrict our ability or the ability of our subsidiaries to incur additional indebtedness in the future.

As of March 31, 2014, we had, on an unconsolidated basis (parent company only), unsecured and unsubordinated indebtedness of (a) approximately Ps.430.3 billion (U.S.\$32.9 billion) excluding guarantees of our subsidiaries indebtedness and (b) approximately Ps.442.5 billion (U.S.\$33.8 billion) including guarantees of our subsidiaries indebtedness. As of March 31, 2014, our subsidiaries had indebtedness (excluding guarantees of indebtedness of us and our other subsidiaries) of approximately Ps.50.3 billion (U.S.\$3.8 billion).

Use of Proceeds

We intend to use the net proceeds from the sale of the notes for general corporate purposes, which may include the refinancing of outstanding indebtedness. See Use of Proceeds in this prospectus supplement.

Further Issuances

We may, from time to time without the consent of holders of the notes, issue additional notes on the same terms and conditions as the notes (except for issue date, issue price and the date from which interest will accrue and, if applicable, the date on which interest will first be paid), which additional notes will increase the aggregate principal amount of, and will be consolidated and form a single series with, the notes.

Payment of Additional Interest

If you are not a resident of Mexico for tax purposes, payments of interest on the notes to you will generally be subject to Mexican withholding tax at a rate of 4.9%. See Taxation Mexican Tax Considerations in the accompanying prospectus. We will pay additional interest in respect of those payments of interest so that the amount you receive after Mexican withholding tax is paid equals the amount that you would have received if no such Mexican withholding tax had been applicable, subject to some exceptions as described under Description of Notes Payment of Additional Interest in this prospectus supplement and Description of MXN Notes Payment of Additional Interest in the accompanying prospectus.

Tax Redemption

If, due to changes in Mexican laws relating to Mexican withholding taxes, we are obligated to pay additional interest on the notes in excess of the additional interest attributable to a Mexican withholding tax rate of 4.9%, we may redeem the outstanding notes, in whole but not in part, at any time, at a price equal to 100% of their principal amount plus accrued interest thereon to the redemption date.

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Listings	We will apply to list the notes on the Mexican Stock Exchange and on the Official List of the Luxembourg Stock Exchange for trading on the Euro MTF Market. However, we will not be required to maintain such listings.
ISIN and Common Code	The ISIN for the notes is XS1075314911. The Common Code for the notes is 107531491.
Form and Denomination	<p>The notes will be issued only in registered form without coupons and in minimum denominations of Ps.2,000,000 and integral multiples of Ps.10,000 in excess thereof.</p> <p>Except in limited circumstances, the notes will be issued in the form of global notes. See Form of MXN Notes, Clearing and Settlement in the accompanying prospectus. Beneficial interests in the global notes will be shown on, and transfers of beneficial interests in the global notes will be made only through, records maintained by Clearstream and Euroclear.</p>
Trustee, Security Registrar, Paying Agent and Transfer Agent	The Bank of New York Mellon.
London Paying Agent	The Bank of New York Mellon, London Branch.
Luxembourg Paying Agent and Transfer Agent	The Bank of New York Mellon (Luxembourg) S.A.
Luxembourg Listing Agent	The Bank of New York Mellon (Luxembourg) S.A.
Governing Law	The indenture, the supplemental indenture relating to the notes and the notes will be governed by the laws of the State of New York.
Risk Factors	Before making an investment decision, prospective purchasers of notes should consider carefully all of the information included in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein, including, in particular, the information under Risk Factors in the accompanying prospectus and under Item 3 Risk Factors in the 2013 Form 20-F (as defined herein), incorporated by reference herein.

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PRESENTATION OF FINANCIAL INFORMATION

This prospectus supplement incorporates by reference our audited consolidated financial statements as of December 31, 2012 and 2013 and for the years ended December 31, 2011, 2012 and 2013, which are included in the 2013 Form 20-F, and our unaudited interim financial data as of March 31, 2014 and for the three months ended March 31, 2013 and 2014, which are included in our report on Form 6-K filed with the SEC on May 28, 2014. See [Incorporation of Certain Documents by Reference](#) in this prospectus supplement.

Our audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board as of December 31, 2013. Our audited consolidated financial statements are presented in Mexican pesos. The financial statements of our non-Mexican subsidiaries have been translated to Mexican pesos. Note 2(b)(iii) to our audited consolidated financial statements describes how we translate the financial statements of our non-Mexican subsidiaries.

References herein to Mexican pesos or Ps. are to the lawful currency of Mexico. References herein to U.S. dollars or U.S.\$ are to the lawful currency of the United States.

This prospectus supplement contains translations of various Mexican peso amounts into U.S. dollars at specified rates solely for your convenience. You should not construe these translations as representations by us that the Mexican peso amounts actually represent the U.S. dollar amounts or could be converted into U.S. dollars at the rates indicated. Unless otherwise indicated, we have translated U.S. dollar amounts from Mexican pesos at the exchange rate of Ps.13.0841 to U.S.\$1.00, which was the rate reported by *Banco de México* for March 31, 2014, as published in the Mexican Official Gazette of the Federation (*Diario Oficial de la Federación*, or the *Official Gazette*). For historical information regarding the U.S. dollar/Mexican peso exchange rate, see [Exchange Rates](#) in our report on Form 6-K filed with the SEC on May 28, 2014.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This prospectus supplement incorporates important information about us that is not included in or delivered with this prospectus supplement. The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement, and certain later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the following documents:

our annual report on Form 20-F for the year ended December 31, 2013, filed with the SEC on April 30, 2014 (SEC File No. 001-16269) (the 2013 Form 20-F);

our report on Form 6-K, filed with the SEC on May 28, 2014 (SEC File No. 001-16269), containing a discussion of our results of operations for the three months ended March 31, 2013 and 2014 and our financial position as of March 31, 2014;

any future annual reports on Form 20-F filed with the SEC under the U.S. Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of this prospectus supplement and prior to the termination of the offering of the notes; and

any future reports on Form 6-K that we file with, or furnish to, the SEC after the date of this prospectus supplement and prior to the termination of the offering of the notes offered by this prospectus supplement that are identified in such reports as being incorporated by reference in our Registration Statement on Form F-3 (SEC File No. 333-182394).

Any statement contained in any of the foregoing documents shall be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

You may request a copy of any and all of the information that has been incorporated by reference in this prospectus supplement and that has not been delivered with this prospectus supplement, at no cost, by writing or telephoning us at Lago Zurich 245, Edificio Telcel, Colonia Ampliación Granada, Delegación Miguel Hidalgo, 11529, México D.F., México, Attention: Investor Relations, telephone (5255) 2581-4449.

We file reports, including annual reports on Form 20-F, and other information with the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. You may read and copy any materials filed with the SEC at its Public Reference Room at 100 F Street, N.E. Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Any filings we make electronically will be available to the public over the Internet at the SEC's web site at www.sec.gov.

RISK FACTORS

You should refer to the risk factors discussed under Risk Factors in the accompanying prospectus and Item 3 Risk Factors in the 2013 Form 20-F, incorporated by reference in this prospectus supplement.

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USE OF PROCEEDS

The net proceeds from the sale of the notes, after payment of underwriting discounts and transaction expenses, are expected to be approximately Ps.7,456 million (or approximately U.S.\$577 million calculated using the exchange rate of Ps.12.9134 to U.S.\$1.00 as of June 2, 2014). We intend to use the net proceeds from the sale of the notes for general corporate purposes, which may include the refinancing of outstanding indebtedness.

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The following table sets forth our consolidated capitalization as of March 31, 2014 and as adjusted to reflect the issuance and sale of the notes, but not the application of the net proceeds of the offering. On May 28, 2014, we agreed to issue 1.0% Senior Notes due 2018 in an aggregate principal amount of \$600 million on or about June 4, 2014. On June 2, 2014, we agreed to issue 6.000% Senior Notes due 2019 in an aggregate principal amount of Ps.10 billion on or about June 9, 2014.

U.S. dollar amounts in the table are presented solely for your convenience using the exchange rate of Ps.13.0837 to U.S.\$1.00, which was the rate reported by *Banco de México* for March 31, 2014, for the settlement of obligations in foreign currencies.

	As of March 31, 2014			
	Actual (millions of Mexican pesos)	(millions of U.S. dollars)	(millions of Mexican pesos) (unaudited)	As Adjusted (millions of U.S. dollars)
Debt:				
Denominated in U.S. dollars:				
Export credit agency loans	Ps. 4,025	U.S.\$ 308	Ps. 4,025	U.S.\$ 308
Other bank loans	2,274	174	2,274	174
5.750% Notes due 2015	9,318	712	9,318	712
3.625% Senior Notes due 2015	9,813	750	9,813	750
5.500% Senior Notes due 2015	7,259	555	7,259	555
2.375% Senior Notes due 2016	26,167	2,000	26,167	2,000
Floating Rate Senior Notes due 2016	9,813	750	9,813	750
5.625% Notes due 2017	7,629	583	7,629	583
5.000% Senior Notes due 2019	9,813	750	9,813	750
5.500% Senior Notes due 2019	4,938	377	4,938	377
5.000% Senior Notes due 2020	27,800	2,125	27,800	2,125
8.57% Senior Notes due 2020	4,579	350	4,579	350
3.125% Senior Notes due 2022	20,934	1,600	20,934	1,600
6.375% Notes due 2035	12,839	981	12,839	981
6.125% Notes due 2037	4,831	369	4,831	369
6.125% Senior Notes due 2040	26,167	2,000	26,167	2,000
4.375% Senior Notes due 2042	15,046	1,150	15,046	1,150
Total	203,245	15,534	203,245	15,534
Denominated in Mexican pesos:				
Bank loans	311	24	311	24
Domestic senior notes (<i>certificados bursátiles</i>)	37,525	2,868	37,525	2,868
8.75% Senior Notes due 2016	4,500	344	4,500	344
9.00% Senior Notes due 2016	5,000	382	5,000	382
6.45% Senior Notes due 2022	22,500	1,720	22,500	1,720
8.46% Senior Notes due 2036	7,872	602	7,872	602
7.125% Senior Notes due 2024 offered hereby			7,500	573
Total	Ps. 77,708	U.S.\$ 5,940	Ps. 85,208	U.S.\$ 6,513

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	As of March 31, 2014			
	Actual (millions of Mexican pesos)	(millions of U.S. dollars)	As Adjusted (millions of Mexican pesos)	(millions of U.S. dollars)
Denominated in euro:				
3.75% Senior Notes due 2017	Ps. 18,015	U.S.\$ 1,377	Ps. 18,015	U.S.\$ 1,377
4.125% Senior Notes due 2019	18,015	1,377	18,015	1,377
3.00% Senior Notes due 2021	18,015	1,377	18,015	1,377
4.75% Senior Notes due 2022	13,511	1,032	13,511	1,032
3.259% Senior Notes due 2023	13,511	1,033	13,511	1,033
Euro NC5 (Euro Series A) Capital Securities due 2073	16,213	1,239	16,213	1,239
Euro NC10 (Euro Series B) Capital Securities due 2073	9,908	757	9,908	757
Total				