

AMERICA MOVIL SAB DE CV/

Form 424B2

October 26, 2007

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Filed Pursuant to Rule 424(b)(2)
 Registration Nos. 333-137695
 333-137695-001

Calculation of Registration Fee

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee (1)
Notes due 2017	\$ 600,000,000	\$ 18,420
Notes due 2037	\$ 400,000,000	\$ 12,280
Total	\$ 1,000,000,000	\$ 30,700

- (1) The filing fee of \$30,700 is calculated in accordance with Rule 457(r) of the Securities Act of 1933. Pursuant to Rule 457(p) under the Securities Act of 1933, \$63,350 of filing fees that were already paid with respect to unsold securities that were previously registered pursuant to a Registration Statement on Form F-3 (No. 333-120202) filed on November 3, 2004 have been carried forward and have not previously been applied to sales of securities under the Registration Statement on Form F-3ASR (No. 333-137695) filed on September 29, 2006. The filing fee of \$30,700 for this offering is offset against the registration fee previously paid.

PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED SEPTEMBER 29, 2006

América Móvil, S.A.B. de C.V.

U.S.\$600,000,000 5.625% Senior Notes Due 2017

U.S.\$400,000,000 6.125% Senior Notes Due 2037

Unconditionally Guaranteed by

Radiomóvil Dipsa, S.A. de C.V.

We are offering U.S.\$1,000,000,000 aggregate principal amount of our notes consisting of U.S.\$600,000,000 aggregate principal amount of our notes due November 15, 2017 and U.S.\$400,000,000 aggregate principal amount of our notes due November 15, 2037. We will pay interest on the notes on May 15 and November 15 of each year, beginning on May 15, 2008. Our wholly-owned subsidiary Radiomóvil Dipsa, S.A. de C.V., also known as Telcel, has irrevocably and unconditionally agreed to guarantee the payment of principal, premium, if any, interest and all other amounts in respect of the notes.

The notes will rank equally in right of payment with all of our other unsecured and unsubordinated debt obligations. The guarantees will rank equally in right of payment with all of Telcel's other unsecured and unsubordinated debt obligations.

In the event of certain changes in the applicable rate of Mexican withholding taxes on interest, we may redeem the notes, in whole but not in part, at a price equal to 100% of their principal amount plus accrued interest to the redemption date. We may redeem, in whole or in part, the notes at any time by paying the greater of the principal amount of the notes and the applicable make-whole amount, plus, in each case, accrued interest. See Description of Notes Optional Redemption .

Application has been made to admit the notes to listing on the Official List of the Luxembourg Stock Exchange and trading on the EuroMTF Market. However, even if admission to listing is obtained, we will not be required to maintain it.

Investing in the notes involves risks. See Risk Factors beginning on page 4 of the accompanying prospectus.

	Price to Public(1)	Underwriting Discount and Commissions	Proceeds to América Móvil
Per Notes due 2017	99.6330%	0.1250%	99.5080%
Per Notes due 2037	99.0470%	0.1875%	98.8595%
Total	U.S.\$993,986,000	U.S.\$1,500,000	U.S.\$992,486,000

(1) Plus accrued interest, if any from October 30, 2007.

THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS ARE SOLELY OUR RESPONSIBILITY AND HAVE NOT BEEN REVIEWED OR AUTHORIZED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (COMISIÓN NACIONAL BANCARIA Y DE VALORES, OR CNBV). THE TERMS AND CONDITIONS OF THIS OFFER WILL BE NOTIFIED TO THE CNBV FOR INFORMATION PURPOSES ONLY AND SUCH NOTICE DOES NOT CONSTITUTE A CERTIFICATION AS TO THE INVESTMENT VALUE OF THE NOTES OR OUR SOLVENCY. THE NOTES MAY NOT BE OFFERED OR SOLD IN MEXICO, ABSENT AN AVAILABLE EXEMPTION UNDER THE MEXICAN SECURITIES MARKET LAW (LEY DEL MERCADO DE VALORES). IN MAKING AN INVESTMENT DECISION, ALL INVESTORS, INCLUDING ANY MEXICAN CITIZEN WHO MAY ACQUIRE NOTES FROM TIME TO TIME, MUST RELY ON THEIR OWN EXAMINATION OF US AND TELCEL.

Neither the U.S. Securities and Exchange Commission 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 in book-entry form only will be made on or about October 30, 2007.

Joint Book-Running Managers

Credit Suisse

Goldman, Sachs & Co.

Co-Managers

Merrill Lynch & Co.
(for notes due 2017)

Morgan Stanley
(for notes due 2037)

The date of this prospectus supplement is October 24, 2007

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You should rely only on the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference therein. We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. The information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference therein may only be accurate as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

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PROSPECTUS SUPPLEMENT SUMMARY

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

América Móvil

We are the largest provider of wireless communications services in Latin America based on subscribers. As of September 30, 2007, we had 143.4 million subscribers in sixteen countries, compared to 124.8 million at year-end 2006 and 137.2 million as of June 30, 2007. Because our focus is on Latin America, a substantial majority of our wireless subscribers are prepaid customers. We had an aggregate of approximately 3.8 million fixed lines in Guatemala, Nicaragua, El Salvador, the Dominican Republic and Puerto Rico as of September 30, 2007, making us the largest fixed-line operator in Central America based on the number of subscribers. We operate GSM networks in all of our principal markets in Latin America, except in Puerto Rico where we expect to begin providing GSM services during 2008.

Our principal operations are:

Mexico. Through Radiomóvil Dipsa, S.A. de C.V., which operates under the name Telcel, we provide wireless telecommunications services in all nine regions in Mexico. As of September 30, 2007, Telcel had 47.5 million subscribers. Telcel is the largest provider of wireless telecommunications services in Mexico.

Brazil. With approximately 27.9 million subscribers as of September 30, 2007, we are one of the three largest providers of wireless telecommunications services in Brazil based on the number of subscribers. We operate in Brazil through our subsidiaries, BCP S.A., or BCP, and Americel S.A., or Americel, under the unified brand name Claro. Our network covers the main cities in Brazil (including São Paulo and Rio de Janeiro).

Southern Cone. We provide wireless services in Argentina, Paraguay, Uruguay and Chile. As of September 30, 2007, we had 16.0 million subscribers in the Southern Cone region. In Argentina, Paraguay and Uruguay we operate under the CTI Móvil brand. In Chile, we operate under the Claro brand.

Colombia. We provide wireless services in Colombia under the Comcel brand. As of September 30, 2007, we had 21.3 million wireless subscribers and were the largest wireless provider in Colombia.

Andean Region. We provide wireless services in Ecuador and Peru. As of September 30, 2007, we had 11.4 million subscribers in the Andean region. We operate under the Porta brand in Ecuador and under the Claro brand in Peru.

Central America. We provide fixed-line and wireless services in Guatemala, El Salvador and Nicaragua. We also provide wireless services in Honduras. In September 2006, our Central American subsidiaries began offering wireless services under the Claro brand. As of September 30, 2007, our subsidiaries had 7.3 million wireless subscribers and over 2.1 million fixed-line subscribers in Central America.

United States. Our U.S. subsidiary, TracFone Wireless Inc., is engaged in the sale and distribution of prepaid wireless services and wireless phones throughout the United States, Puerto Rico and the U.S. Virgin Islands. It had approximately 8.8 million subscribers as of September 30, 2007.

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Caribbean. On December 1, 2006, we consummated our acquisition of Compañía Dominicana de Teléfonos, C. por A., or Codetel. Codetel is the largest telecommunications services provider in the Dominican Republic. We provide fixed-line and broadband services in the Dominican Republic under the Codetel brand and wireless services under the Claro brand. On March 30, 2007, we consummated our acquisition of Telecomunicaciones de Puerto Rico, Inc., or TELPRI. TELPRI is the largest telecommunications services provider in Puerto Rico. We provide fixed-line and broadband services in Puerto Rico under the PRT brand and wireless services under the Claro brand. As of September 30, 2007, we had 3 million wireless subscribers and 1.7 million fixed-line subscribers in the Dominican Republic and Puerto Rico.

On August 23, 2007, we entered into an agreement for the acquisition of Oceanic Digital Jamaica Limited in Jamaica. The completion of the transaction is subject to regulatory approvals and other conditions.

Information concerning our results of operations for the first six months and nine months of 2007 is included in our report on Form 6-K, filed with the SEC on October 24, 2007, which is deemed incorporated by reference in the accompanying prospectus.

Our principal executive offices are at Lago Alberto 366, Edificio Telcel I, Piso 1, Colonia Anáhuac, 11320, México D.F., México. Our telephone number is (5255) 2581-4449.

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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 understanding of the notes, please refer to Description of Notes in this prospectus supplement and Description of Debt Securities in the accompanying prospectus.

Notes being offered	U.S.\$600,000,000 aggregate principal amount of 5.625% Senior Notes due 2017. U.S.\$400,000,000 aggregate principal amount of 6.125% Senior Notes due 2037.
Issuer	América Móvil, S.A.B. de C.V.
Guarantor	Radiomóvil Dipsa, S.A. de C.V. (also known as Telcel).
Issue price	The price to public for the notes due 2017 is 99.6330%, and the price to public for the notes due 2037 is 99.0470%, in each case plus accrued interest, if any, from October 30, 2007.
Maturity	The notes due 2017 will mature on November 15, 2017. The notes due 2037 will mature on November 15, 2037.
Interest rate	The notes due 2017 will bear interest at the rate of 5.625% per year from October 30, 2007, and the notes due 2037 will bear interest at a rate of 6.125% per year from October 30, 2007.
Interest payment dates	Interest on the notes will be payable semi-annually on May 15 and November 15, beginning on May 15, 2008.
Guarantee	Payments of principal, premium, if any, interest and additional amounts due under the notes will be irrevocably and unconditionally guaranteed by Telcel.
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 guarantees will be unsecured and unsubordinated obligations of Telcel and will rank equally in right of payment with all other unsecured and unsubordinated debt of Telcel. The notes and the guarantees will be effectively subordinated to all of our and Telcel's existing and future secured obligations and to all existing and future indebtedness of our subsidiaries other than Telcel. The notes do not restrict our ability or the ability of Telcel or our other subsidiaries to incur additional indebtedness in the future. As of September 30, 2007, we had, on an unconsolidated basis (parent company only), unsecured and unsubordinated indebtedness and

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guarantees of subsidiary indebtedness of approximately Ps.93,730 million (U.S.\$8,580 million). As of September 30, 2007, Telcel had, on an unconsolidated basis, unsecured and unsubordinated obligations under indebtedness and guarantees of parent company and subsidiary indebtedness of approximately Ps.80,716 million (U.S.\$7,389 million). As of September 30, 2007, our operating subsidiaries other than Telcel had indebtedness of Ps.14,146 million (U.S.\$1,295 million).

Use of proceeds

We intend to use the net proceeds from the sale of the notes for general corporate purposes, including the funding of capital expenditures.

Payment of additional amounts

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% or, in certain circumstances, 10%. See Taxation Mexican Tax Considerations in this prospectus supplement and in the accompanying prospectus. We will pay additional amounts 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 Amounts in this prospectus supplement and Description of Debt Securities Payment of Additional Amounts in the accompanying prospectus.

Optional redemption

We may redeem any of the notes at any time in whole or in part by paying the greater of the principal amount of the notes and the applicable make-whole amount, plus in each case accrued interest, as described under Description of Notes Optional Redemption in this prospectus supplement and Description of Debt Securities Optional Redemption in the accompanying prospectus.

Tax redemption

If, due to changes in Mexican laws relating to Mexican withholding taxes applicable to payments of interest, we are obligated to pay additional amounts on the notes in excess of those 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 to the redemption date.

Listing

Application has been made to admit the notes to listing on the Official List of the Luxembourg Stock Exchange and trading on the EuroMTF Market. However, even if admission to listing is obtained, we will not be required to maintain it.

Form and denomination

Except as described below, the notes will be issued only in registered form without coupons and in denominations of U.S.\$2,000 principal amount and integral multiples of U.S.\$1,000 in excess thereof.

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**Trustee, registrar, principal paying agent,
and transfer agent**

The Bank of New York (as successor to JPMorgan
Chase Bank, N.A.).

Governing law

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 and the accompanying prospectus, including, in particular, the information under Risk Factors in the accompanying prospectus.

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Mexico has a free market for foreign exchange, and the Mexican government allows the peso to float freely against the U.S. dollar. The peso was relatively stable from 1999 until 2001. In 2002 and 2003, the peso declined in value against the U.S. dollar. There can be no assurances that the government will maintain its current policies with regard to the peso or that the peso will not further depreciate or appreciate significantly in the future.

The following table sets forth, for the periods indicated, the high, low, average and period-end noon buying rate in New York City for cable transfers in pesos published by the Federal Reserve Bank of New York, expressed in pesos per U.S. dollar. The rates have not been restated in constant currency units and therefore represent nominal historical figures.

Period	High	Low	Average⁽¹⁾	Period End
2002	10.4250	9.0020	9.7458	10.4250
2003	11.4063	10.1130	10.8463	11.2420
2004	11.6350	10.8050	11.3095	11.1540
2005	11.4110	10.4135	10.8680	10.6275
2006	11.4600	10.4315	10.9023	10.7995
2007				
January	11.0920	10.7650		
February	11.1575	10.9170		
March	11.1846	11.0130		
April	11.0305	10.9240		
May	10.9308	10.7380		
June	10.9785	10.7116		
July	11.0110	10.7276		
August	11.2692	10.9265		
September	11.1482	10.9255		
October (through October 24)	10.9130	10.7945		

(1) Average of month-end rates.

On October 24, 2007 the noon buying rate was Ps. 10.8425 to U.S.\$1.00.

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The net proceeds from the sale of the notes, after payment of underwriting discounts and commissions and transaction expenses, are expected to be approximately U.S.\$992,061,000 million. We intend to use the net proceeds from the sale of the notes for general corporate purposes, including the funding of capital expenditures.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our consolidated ratios of earnings to fixed charges for each year in the five-year period ended December 31, 2006 in accordance with Mexican FRS and U.S. GAAP.

	Year ended December 31,					Six months ended	
	2002	2003	2004	2005	2006	June 30,	2007
	(as adjusted)					2006	2007
Mexican FRS	4.6	5.5	5.7	4.6	7.3	6.3	10.5
U.S. GAAP	5.1	5.8	5.5	4.5	7.0	5.9	10.1

Earnings, for this purpose, consist of earnings before income taxes, plus fixed charges and depreciation of capitalized interest and minus interest capitalized during the period. Under Mexican FRS, employee profit-sharing is considered an income tax and earnings are calculated before the provision for employee profit-sharing. By contrast, under U.S. GAAP, employee profit-sharing is considered an operating expense and earnings are calculated after the provision for employee profit-sharing. Fixed charges, for this purpose, consist of interest expense plus interest capitalized during the period. Fixed charges do not take into account gain or loss from monetary position or exchange gain or loss attributable to our indebtedness. Prior to January 1, 2007, under Mexican FRS, we did not capitalize interest, although we did capitalize interest in certain periods under U.S. GAAP. On January 1, 2007, Mexican FRS D-6 came into force, requiring that the comprehensive financing cost (CFC) attributable to certain assets be capitalized. See Notes 2.a.1. and 21 to our audited consolidated financial statements contained in our annual report on Form 20-F for the year ended December 31, 2006, filed with the SEC on July 2, 2007, and Note 1.i. to our unaudited interim consolidated financial statements contained in our report on Form 6-K, filed with the SEC on October 17, 2007, which are deemed incorporated by reference in the accompanying prospectus.

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The following table sets forth our consolidated capitalization under Mexican GAAP (1) as of September 30, 2007, and (2) as adjusted to reflect the issuance of the notes. U.S. dollar amounts are presented solely for your convenience.

	As of September 30, 2007			
	Actual (millions of Mexican pesos)	of U.S. dollars (unaudited)	As adjusted (millions of Mexican pesos)	(millions of U.S. dollars)
Debt:				
Denominated in U.S. dollars:				
Fixed rate senior notes	30,512	2,793	30,512	2,793
Floating rate senior notes	5,462	500	5,462	500
Syndicated bank loans	21,849	2,000	21,849	2,000
Export-import bank loans	709	65	709	65
Other	4,542	416	4,542	416
Notes due 2017 offered hereby			6,555	600
Notes due 2037 offered hereby			4,369	400
Total	63,074	5,774	73,998	6,774
Denominated in Mexican pesos:				
Domestic senior notes (<i>certificados bursátiles</i>)	5,650	517	5,650	517
Leasing	3,534	323	3,534	323
International senior notes	13,000	1,190	13,000	1,190
Total	22,184	2,030	22,184	2,030
Denominated in Brazilian reais	1,026	94	1,026	94
Denominated in Colombian pesos	4,884	447	4,884	447
Denominated in other currencies	6,160	564	6,160	564
Total	12,070	1,105	12,070	1,105
Total debt	97,327	8,909	108,251	9,909
Less short-term debt and current portion of long-term debt	13,317	1,219	13,317	1,219
Long-term debt	84,010	7,690	94,934	8,690
Stockholders equity:				
Capital stock	36,025	3,298	36,025	3,298
Retained earnings	116,993	10,709	116,993	10,709
Other accumulated comprehensive loss items	(3,758)	(344)	(3,758)	(344)
Minority interest	681	62	681	62
Total shareholders equity	149,941	13,725	149,941	13,725

Total capitalization (total long-term debt and shareholders equity)	233,951	21,415	244,875	22,415
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As of September 30, 2007, Telcel had, on an unconsolidated basis, unsecured and unsubordinated indebtedness and guarantees of parent company and subsidiary indebtedness of approximately Ps.80,716 million (U.S.\$7,389 million). This amount includes approximately Ps.3,534 million (U.S.\$323 million) of payment obligations under lease contracts entered into in connection with sale-and-leaseback transactions with respect to a portion of Telcel's telephone plant. As of September 30, 2007, our operating subsidiaries other than Telcel had indebtedness of Ps.14,146 million (U.S.\$1,295 million).

There has been no material change in our consolidated capitalization since September 30, 2007.

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DESCRIPTION OF NOTES

The following description of the particular terms of the notes supplements the description of the general terms set forth under "Description of Debt Securities" in the accompanying prospectus. It is important for you to consider the information contained in the accompanying prospectus and this prospectus supplement before making an investment in the notes. If any specific information regarding the notes in this prospectus supplement is inconsistent with the more general terms of the notes described in the accompanying prospectus, you should rely on the information contained in this prospectus supplement.

In this section of this prospectus supplement, references to "we," "us" and "our" are to América Móvil, S.A.B. de C.V. only and do not include our subsidiaries or affiliates. References to "Telcel" or the "guarantor" are to Radiomóvil Dipsa, S.A. de C.V., which is our subsidiary and the guarantor of the notes. References to the "notes" include both the notes and the guarantees, except where otherwise indicated or as the context otherwise requires. References to "holders" mean those who have notes registered in their names on the books that we or the trustee maintain for this purpose, and not those who own beneficial interests in notes issued in book-entry form through The Depository Trust Company or in notes registered in street name. Owners of beneficial interests in the notes should refer to "Form of Notes, Clearing and Settlement" in this supplemental prospectus and "Form of Debt Securities, Clearing and Settlement" in the accompanying prospectus.

The notes will be a series of notes issued under the indenture and a supplemental indenture relating to such series. The following discussion of provisions of the notes and the guarantees applies to each such series of notes.

General

Indenture and Supplemental Indentures

The notes will be issued under an indenture, dated as of March 9, 2004, and under supplemental indentures in respect of the notes due 2017 and the notes due 2037, respectively, each to be dated as of October 30, 2007. Both the indenture and the supplemental indenture are agreements among us, Telcel, as guarantor, and The Bank of New York (as successor to JPMorgan Chase Bank, N.A.), as trustee. The trustee has the following two main roles:

First, the trustee can enforce your rights against us if we default in respect of the notes and Telcel defaults in respect of the guarantees. There are some limitations on the extent to which the trustee acts on your behalf, which are described under "Description of Debt Securities - Defaults, Remedies and Waiver of Defaults" in the accompanying prospectus.

Second, the trustee performs administrative duties for us, such as making interest payments and sending notices to holders of notes.

Principal and Interest

The aggregate principal amount of the notes due 2017 will initially be U.S.\$600,000,000. The notes due 2017 will mature on November 15, 2017.

The aggregate principal amount of the notes due 2037 will initially be U.S.\$400,000,000. The notes due 2037 will mature on November 15, 2037.

The notes due 2017 will bear interest at a rate of 5.625% per year and the notes due 2037 will bear interest at a rate of 6.125% per year, in each case, from October 30, 2007. Interest on the notes will be payable semi-annually on May 15 and November 15 of each year, beginning on May 15, 2008, to the holders in whose names the notes are registered at the close of business on the May 1 or November 1 immediately preceding the related interest payment date.

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We will pay interest on the notes on the interest payment dates stated above and at maturity. Each payment of interest due on an interest payment date or at maturity will include interest accrued from and including the last date to which interest has been paid or made available for payment, or from the issue date, if none has been paid or made available for payment, to but excluding the relevant payment date. We will compute interest on the notes on the basis of a 360-day year of twelve 30-day months.

Subsidiary Guarantor

Telcel will irrevocably and unconditionally guarantee the full and punctual payment of principal, premium, if any, interest, additional amounts and any other amounts that may become due and payable by us in respect of the notes. If we f