

GRUPO RADIO CENTRO SAB DE CV
Form SC 13G/A
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G*
(Rule 13d-102)

INFORMATION TO BE INCLUDED
IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND
(d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2
(AMENDMENT NO. 5)*

Grupo Radio Centro, S.A.B. de C.V.

(Name of Issuer)

Series A Common Stock

(Title of Class of Securities)

P4983X-16-0

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)
/X/ Rule 13d-1(c)
/ / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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13G

CUSIP NO. P4983X-16-0

Page 2 of 14 Pages

(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Impulsora de Fondos Banamex, S.A. de C.V.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico City, Mexico

NUMBER OF

(5) SOLE VOTING POWER

0

SHARES

BENEFICIALLY

(6) SHARED VOTING POWER

18,951,000

OWNED BY

EACH

(7) SOLE DISPOSITIVE POWER

0

REPORTING

PERSON

(8) SHARED DISPOSITIVE POWER

18,951,000

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,951,000

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.6%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

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13G

CUSIP NO. P4983X-16-0

Page 3 of 14 Pages

(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Acciones y Valores Banamex, S.A. de C.V.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico City, Mexico

NUMBER OF

(5) SOLE VOTING POWER

0

SHARES

BENEFICIALLY

(6) SHARED VOTING POWER

18,954,700

OWNED BY

EACH

(7) SOLE DISPOSITIVE POWER

0

REPORTING

PERSON

(8) SHARED DISPOSITIVE POWER

18,954,700

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,954,700

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.6%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

13G

CUSIP NO. P4983X-16-0

Page 4 of 14 Pages

(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Grupo Financiero Banamex, S.A. de C.V.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico City, Mexico

NUMBER OF

(5) SOLE VOTING POWER

0

SHARES

BENEFICIALLY

(6) SHARED VOTING POWER

18,954,700

OWNED BY

EACH

(7) SOLE DISPOSITIVE POWER

0

REPORTING

PERSON

(8) SHARED DISPOSITIVE POWER

18,954,700

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,954,700

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.6%

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(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

13G

CUSIP NO. P4983X-16-0

Page 5 of 14 Pages

(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citicorp (Mexico) Holdings LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

(5) SOLE VOTING POWER

0

SHARES

BENEFICIALLY

(6) SHARED VOTING POWER

18,954,700

OWNED BY

EACH

(7) SOLE DISPOSITIVE POWER

0

REPORTING

PERSON

(8) SHARED DISPOSITIVE POWER

18,954,700

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,954,700

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.6%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

13G

CUSIP NO. P4983X-16-0

Page 6 of 14 Pages

(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

COHM Overseas Mexico Holding, S.de R.L.de C.V

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico City, Mexico

NUMBER OF (5) SOLE VOTING POWER 0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER 18,954,700

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER 0

REPORTING

PERSON (8) SHARED DISPOSITIVE POWER 18,954,700

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,954,700

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.6%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

13G

CUSIP NO. P4983X-16-0

Page 7 of 14 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citigroup Global Holdings, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /
(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	18,954,700
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	18,954,700
WITH:		

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,954,700

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(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.6%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

13G

CUSIP NO. P4983X-16-0

Page 8 of 14 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citicorp Banking Corporation

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /
(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	18,954,700
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	18,954,700
WITH:		

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,954,700

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(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.6%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

13G

CUSIP NO. P4983X-16-0

Page 9 of 14 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citigroup Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /
(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	18,954,700*
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	18,954,700*

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WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,954,700*

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.6%*

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

* Includes shares held by the other reporting persons.

Item 1(a). Name of Issuer:

Grupo Radio Centro, S.A.B. de C.V.

Item 1(b). Address of Issuer's Principal Executive Offices:

Constituyentes 1154, 7th Floor
Col Lomas Altas
C.P. 11950, Mexico, D.F., Mexico

Item 2(a). Name of Person Filing:

Impulsora de Fondos Banamex, S.A. de C.V. ("IFB")
Acciones y Valores Banamex, S.A. de C.V. ("AVB")
Grupo Financiero Banamex, S.A. de C.V. ("GFB")
Citicorp (Mexico) Holdings LLC ("CMH")
COHM Overseas Mexico Holding, S.de R.L.de C.V ("COHM")
Citicorp Global Holdings, Inc. ("CGHI")
Citicorp Banking Corporation ("CBC")
Citigroup Inc. ("Citigroup")

Item 2(b). Address of the Principal Business Office or, if none, Residence:

The address of the principal business office of each of
IFB, AVB and GFB is:

Paseo de la Reforma 398
Mexico City, Mexico 06600

The address of the principal business office of CMH is:

Actuario Roberto Medellin No. 800

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Col. Santa Fe, Del. Alvaro Obregon, C.P. 01210
Mexico

The address of the principal business office of COHM is:

Isabel la Catolica 165, Edificio "A" Piso 2 Col. Obrera
Del. Cuauhtemoc C.P. 06800, Mexico D.F., Mexico

The address of the principal business office of CGHI and CBC is:

One Penn's Way
New Castle, DE 19720

The address of the principal business office of Citigroup is:

399 Park Avenue
New York, NY 10022

Item 2(c). Citizenship:

IFB, AVB, COHM and GFB are chartered in Mexico City, Mexico.

CMH, CGHI, CBC and Citigroup are chartered in Delaware.

Item 2(d). Title of Class of Securities:

Series A Common Stock

Item 2(e). CUSIP Number:

P4983X-16-0

Page 10
of 13 Pages

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n):

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) ☐ Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) ☐ Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) ☐ Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) ☐ Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) ☐ Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership. (as of December 31, 2011)

- (a) Amount beneficially owned: See item 9 of cover pages
 - (b) Percent of class: See item 11 of cover pages
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 - (ii) Shared power to vote or to direct the vote:
 - (iii) Sole power to dispose or to direct the disposition of:
 - (iv) Shared power to dispose or to direct the disposition of:
- See Items 5-8 of cover pages

Page 11
of 13 Pages

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

AVB is the sole stockholder of IFB. GFB is the sole stockholder of AVB. CMH is the sole stockholder of GFB. COHM is the sole stockholder of CMH. CBC is the sole stockholder of CGHI. Citigroup is the sole stockholder of CBC.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Page 12
of 13 Pages

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Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2012

IMPULSORA de FONDOS BANAMEX, S.A. de C.V.

By: /s/ Alberto Gomez Sandoval

Name: Alberto Gomez Sandoval
Title: Finance Director

ACCIONES y VALORES BANAMEX, S.A. de C.V.

By: /s/ Alberto Gomez Sandoval

Name: Alberto Gomez Sandoval
Title: Finance Director

GRUPO FINANCIERO BANAMEX, S.A. de C.V.

By: /s/ Arturo Roveló Camilo

Name: Arturo Roveló Camilo
Title: Financial Controller

CITICORP (MEXICO) HOLDINGS LLC

By: /s/ William H. Wolf

Name: William H. Wolf
Title: President

COHM OVERSEAS MEXICO HOLDING, S. de R.L. de C.V.

By: /s/ Arturo Roveló Camilo

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Name: Arturo Roveló Camilo
Title: Controller

CITICORP GLOBAL HOLDINGS, INC.

By: /s/ William H. Wolf

Name: William H. Wolf
Title: President

CITICORP BANKING CORPORATION

By: /s/ William H. Wolf

Name: William H. Wolf
Title: Senior Vice President

CITIGROUP INC.

By: /s/ Ali L. Karshan

Name: Ali L. Karshan
Title: Assistant Secretary

Page 13
of 13 Pages

EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

Agreement among IFB, AVB, GFB, CMH , COHM, CGHI, CBC and Citigroup as to joint
filing of Schedule 13G