

INTERNACIONAL DE CERAMICA SA DE CV

Form 6-K

November 09, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6 - K

Report of Foreign Private Issuer Pursuant to  
Rule 13a - 16 or 15d United Securities Exchange Act of 1934

For the Month of November 2004

CERAMIC INTERNATIONAL, INC.

( Translation of Registrant's Name Into English )

INTERNACIONAL DE CERAMICA, S.A. DE C.V.

(Exact Name of the registrant as specified in its charter)

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Calle 41 ( Avenida Carlos Pacheco ) No. 7200, del Sector 26, C.P. 31060, Chihuahua, Chihuahua, Mexico

Telephone: 011 52 29 11 11

(Address of Principal Executives Offices)

(Indicate by Check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F)

Form 20- F  Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934)

Yes  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82: )

ITEMS INCLUDED

On November 8, 2004 Internacional de Ceramica, S.A. de C.V. ("The Company") is sent the attached press release to the Mexican Bolsa.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

INTERNACIONAL DE CERAMICA, S.A. DE C.V.

Jesus Olivas

Jesus A. Olivas

Chief Financial Officer

Date: November 8, 2004.

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NOTICE OF SEPARATION AND CONVERSION

Internacional de Ceramica, S.A. de C.V., (the "Company") hereby announces that in accordance with the Third Article of the Company's Bylaws, on December 7, 2004, the Company will realize the separation of its securities currently designated as "Common Units" and "Limited Voting Units" *from* (i) with respect to the Common Units, two Series B Common Shares trading together *to* two separately trading Series B Shares, and (ii) with respect to the Limited Voting Units, one Series D Dividend Preference Share and one Series L Limited Voting Share trading together, *to* one separately trading Series D Share and one separately trading Series L Share.

Simultaneously with the separation, each Series L Share will convert into one Series B Share, such that after the separation and conversion, the Company's stock structure will be comprised of Series B Shares and Series D Shares only, and the Series L Shares will cease to exist as a class of the Company's capital stock. Holders of former Limited Voting Units will thus hold one Series B Share and one Series D Share for each Limited Voting Unit formerly held by the holder, and holders of former Common Units will hold two Series B Shares for each Common Unit formerly held by them.

The Board of Directors of the Company has resolved to call a Special Ordinary Shareholders' Meeting of the holders of the Series L Shares and the Series D Shares, and to call an Extraordinary Shareholders' Meeting of the holders of the Series B Shares, the Series L Shares and the Series D Shares for purposes of conforming the Company's Articles of Incorporation and Bylaws to the new capital structure that will take effect on December 7, 2004.

For questions or comments regarding the pending separation and conversion event, please contact Luis Fernando Cano B. at +52 (614) 429-1264, (Investor Relations of the Company).