Ternium S.A.
Form 6-K
November 02, 2011

FORM 6 - K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Report of Foreign Private Issuer
Pursuant to Rule 13a - 16 or 15d - 16 of
the Securities Exchange Act of 1934
As of 11/2/2011
Ternium S.A.
(Translation of Registrant s name into English)
Ternium S.A.

29, Avenue de la Porte-Neuve
L-2227 Luxembourg
(352) 2668-3152
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or 40-F.

Form 20-F þ Form 40-F o

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 o No þ

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

Not applicable

The attached material is being furnished to the Securities and Exchange Commission pursuant to Rule 13a-16 and Form 6-K under the Securities Exchange Act of 1934, as amended.

This report contains Ternium S.A. s consolidated financial statements as of September 30, 2011.

SIGNATURE

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.

TERNIUM S.A.

By: /s/ Pablo Brizzio	By: /s/ Daniel Novegil
Name: Pablo Brizzio	Name: Daniel Novegil
Title: Chief Financial Officer	Title: Chief Executive Officer

Dated: November 2, 2011

TERNIUM S.A.
CONSOLIDATED CONDENSED INTERIM
FINANCIAL STATEMENTS AS OF SEPTEMBER 30, 2011
AND FOR THE NINE-MONTH PERIODS
ENDED SEPTEMBER 30, 2011 AND 2010

29 Avenue de la Porte-Neuve, 3rd floor
L 2227
R.C.S. Luxembourg : B 98 668

TERNIUM S.A.
Consolidated condensed interim financial statements as of September 30, 2011
and for the nine-month periods ended September 30, 2011 and 2010
(All amounts in USD thousands)

CONSOLIDATED CONDENSED INTERIM INCOME STATEMENTS

		Three-month period ended September 30,		Nine-month period ended September 30,	
	Notes	**2011**	**2010**	**2011**	**2010**
		(Unaudited)		**(Unaudited)**	
Net sales	**3**	2,467,072	1,877,234	6,959,573	5,454,473
Cost of sales	**3 & 4**	(1,909,476)	(1,448,149)	(5,354,645)	(4,060,783)
Gross profit	**3**	557,596	429,085	1,604,928	1,393,690
Selling, general and administrative expenses	**3 & 5**	(203,949)	(170,105)	(602,700)	(482,623)
Other operating (expenses) income, net	**3**	(1,682)	8,587	(10,594)	9,186
Operating income	**3**	351,965	267,567	991,634	920,253
Interest expense		(28,293)	(17,868)	(68,732)	(55,249)
Interest income		4,808	10,244	24,672	18,177
Interest income Sidor financial asset	**11**	2,419	11,604	9,291	56,685
Other financial (expenses) income, net	**6**	(291,692)	29,539	(197,639)	91,617
Equity in (losses) earnings of associated companies		(402)	71	51	(813)
Income before income tax expense		38,805	301,157	759,277	1,030,670
Income tax expense		(15,384)	(100,321)	(245,805)	(354,049)
Profit for the period		**23,421**	**200,836**	**513,472**	**676,621**
Attributable to:					
Equity holders of the Company		6,404	151,684	408,810	544,569
Non-controlling interest		17,017	49,152	104,662	132,052

	23,421	**200,836**	**513,472**	**676,621**
Weighted average number of shares outstanding	1,963,076,776	2,004,743,442	1,970,097,533	2,004,743,442
Basic and diluted earnings per share for profit attributable to the equity holders of the company (expressed in USD per share)	0.00	0.08	0.21	0.27

The accompanying notes are an integral part of these consolidated condensed interim financial statements. These consolidated condensed interim financial statements should be read in conjunction with our audited Consolidated Financial Statements and notes for the fiscal year ended December 31, 2010.

TERNIUM S.A.
Consolidated condensed interim financial statements as of September 30, 2011
and for the nine-month periods ended September 30, 2011 and 2010
(All amounts in USD thousands)

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE INCOME

	Three-month period ended September 30,		Nine-month period ended September 30,	
	2011	2010	2011	2010
	(Unaudited)		(Unaudited)	
Profit for the period	**23,421**	**200,836**	**513,472**	**676,621**
Other comprehensive income:				
Currency translation adjustment	(359,744)	18,398	(304,124)	25,152
Changes in the fair value of derivatives classified as cash flow hedges	6,147	3,973	17,606	7,215
Income tax relating to cash flow hedges	(1,844)	(1,192)	(5,282)	(2,164)
Other comprehensive (loss) income for the period, net of tax	**(355,442)**	**21,179**	**(291,800)**	**30,203**
Total comprehensive (loss) income for the period	**(332,021)**	**222,015**	**221,672**	**706,824**
Attributable to:				
Equity holders of the Company	(293,270)	173,100	177,469	588,194
Non-controlling interest	(38,751)	48,915	44,203	118,630
	(332,021)	**222,015**	**221,672**	**706,824**

The accompanying notes are an integral part of these consolidated condensed interim financial statements. These consolidated condensed interim financial statements should be read in conjunction with our audited Consolidated Financial Statements and notes for the fiscal year ended December 31, 2010.

TERNIUM S.A.
Consolidated condensed interim financial statements as of September 30, 2011
and for the nine-month periods ended September 30, 2011 and 2010
(All amounts in USD thousands)

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

	Notes	September 30, 2011 (Unaudited)		December 31, 2010	
ASSETS					
Non-current assets					
Property, plant and equipment, net	**7**	4,107,414		4,262,896	
Intangible assets, net	**8**	1,028,676		1,129,348	
Investments in associated companies		8,180		8,212	
Sidor financial asset	**11**			74,549	
Other investments		33,163		35,575	
Deferred tax assets		8,606		12,387	
Receivables, net		114,875		56,471	
Trade receivables, net		7,177	5,308,091		5,579,438
Current assets					
Receivables		157,476		94,573	
Derivative financial instruments		1,259		212	
Inventories, net		2,313,236		1,953,390	
Trade receivables, net		834,266		663,502	
Sidor financial asset	**11**	134,196		183,439	
Other investments		657,760		848,400	
Cash and cash equivalents		1,485,503	5,583,696	1,779,416	5,522,932
Non-current assets classified as held for sale			10,765		9,961
			5,594,461		5,532,893
Total assets			**10,902,552**		**11,112,331**
EQUITY					
Capital and reserves attributable to the company s equity holders			5,760,978		5,880,740
Non-controlling interest			1,078,185		1,135,361

Total equity		6,839,163		7,016,101
LIABILITIES				
Non-current liabilities				
Provisions	17,051		16,144	
Deferred income tax	775,510		877,742	
Other liabilities	220,295		201,312	
Trade payables	21,578			
Derivative financial instruments			18,822	
Borrowings	941,595	1,976,029	1,426,574	2,540,594
Current liabilities				
Current tax liabilities	147,147		294,902	
Other liabilities	126,449		123,610	
Trade payables	721,895		588,086	
Derivative financial instruments	44,650		35,955	
Borrowings	1,047,219	2,087,360	513,083	1,555,636
Total liabilities		4,063,389		4,096,230
Total equity and liabilities		**10,902,552**		**11,112,331**

Contingencies, commitments and restrictions to the distribution of profits are disclosed in Note 10.
The accompanying notes are an integral part of these consolidated condensed interim financial statements. These consolidated condensed interim financial statements should be read in conjunction with our audited Consolidated Financial Statements and notes for the fiscal year ended December 31, 2010.

TERNIUM S.A.
Consolidated condensed interim financial statements as of September 30, 2011
and for the nine-month periods ended September 30, 2011 and 2010
(All amounts in USD thousands)

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

	Attributable to the Company s equity holders (1)									
	Capital stock (2)	**Treasury shares (3)**	**Initial public offering expenses**	**Reserves (4)**	**Capital stock issue discount (5)**	**Currency translation adjustment**	**Retained earnings**	**Total**	**Non-controlling interest**	**Total Equity**
ance at uary 1, 1	**2,004,743**		**(23,295)**	**1,635,126**	**(2,324,866)**	**(517,432)**	**5,106,464**	**5,880,740**	**1,135,361**	**7,016,1**
fit for the iod							408,810	408,810	104,662	513,4
er nprehensive ome s) for the iod										
rrency nslation ustment						(242,274)		(242,274)	(61,850)	(304,1
h flow ges, net of				10,933				10,933	1,391	12,3
al nprehensive ome for the iod				10,933		(242,274)	408,810	177,469	44,203	221,6
idends paid ash (3)				(99,329)			(47,902)	(147,231)		(147,2
ourchase of n shares to minas (3)		(150,000)						(150,000)		(150,0
idends paid ash by sidiary npanies (6)									(140,579)	(140,5
ntributions m -controlling reholders in									39,200	39,2

solidated sidiaries (7)										
ance at tember 30, 1 naudited)	**2,004,743**	**(150,000)**	**(23,295)**	**1,546,730**	**(2,324,866)**	**(759,706)**	**5,467,372**	**5,760,978**	**1,078,185**	**6,839,1**

(1) Shareholders equity determined in accordance with accounting principles generally accepted in Luxembourg is disclosed in Note 10 (iii).

(2) The Company has an authorized share capital of a single class of 3.5 billion shares having a nominal value of USD 1.00 per share. As of September 30, 2011, there were 2,004,743,442 shares issued. All issued shares are fully paid.

(3) See note 12.

(4) Include legal reserve under Luxembourg law for USD 200.5 million, undistributable reserves under Luxembourg law for USD 1.4 billion, hedge accounting reserve, net of tax effect, for USD (10.1) million and reserves related to the acquisition of non-controlling interest in subsidiaries according to IAS 27 for USD (58.5) million.

(5) Represents the difference between book value of non-monetary contributions received from shareholders under Luxembourg GAAP and IFRS.

(6) See note 14. The dividends paid to non-controlling shareholders amounted to approximately USD 141 million.

(7) Corresponds to the contribution made by Nippon Steel Corporation in Tenigal, S.R.L. de C.V.

Dividends may be paid by Ternium to the extent distributable retained earnings calculated in accordance with Luxembourg law and regulations exist. Therefore, retained earnings included in these consolidated condensed interim financial statements may not be wholly distributable. See Note 10 (iii).

The accompanying notes are an integral part of these consolidated condensed interim financial statements. These consolidated condensed interim financial statements should be read in conjunction with our audited Consolidated Financial Statements and notes for the fiscal year ended December 31, 2010.

TERNIUM S.A.
Consolidated condensed interim financial statements as of September 30, 2011
and for the nine-month periods ended September 30, 2011 and 2010
(All amounts in USD thousands)

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

	Attributable to the Company s equity holders (1)								
	Capital stock (2)	Initial public offering expenses	Reserves (3)	Capital stock issue discount (4)	Currency translation adjustment	Retained earnings	Total	Non-controlling interest	Total Equity
Balance at January 1, 2010	**2,004,743**	**(23,295)**	**1,726,216**	**(2,324,866)**	**(570,844)**	**4,484,388**	**5,296,342**	**964,897**	**6,261,239**
Profit for the period						544,569	544,569	132,052	676,621
Other comprehensive income (loss) for the period									
Currency translation adjustment					39,144		39,144	(13,992)	25,152
Cash flow hedges, net of tax			4,481				4,481	570	5,051
Total comprehensive income for the period			4,481		39,144	544,569	588,194	118,630	706,824
Dividends paid in cash			(100,237)				(100,237)		(100,237)
Dividends paid in cash by subsidiary companies								(38,304)	(38,304)
Acquisition of business								62,808	62,808

Balance at September 30, 2010 (Unaudited)	**2,004,743**	**(23,295)**	**1,630,460**	**(2,324,866)**	**(531,700)**	**5,028,957**	**5,784,299**	**1,108,031**	**6,892,330**

(1) Shareholders equity determined in accordance with accounting principles generally accepted in Luxembourg is disclosed in Note 10 (iii).

(2) The Company has an authorized share capital of a single class of 3.5 billion shares having a nominal value of USD 1.00 per share. As of September 30, 2010, there were 2,004,743,442 shares issued. All issued shares are fully paid.

(3) Include legal reserve under Luxembourg law for USD 200.5 million, distributable reserves under Luxembourg law for USD 101.4 million, undistributable reserves under Luxembourg law for USD 1.4 billion, hedge accounting reserve, net of tax effect, for USD (30.4) million and reserves related to the acquisition of non-controlling interest in subsidiaries according to IAS 27 for USD (58.5) million.

(4) Represents the difference between book value of non-monetary contributions received from shareholders under Luxembourg GAAP and IFRS.

Dividends may be paid by Ternium to the extent distributable retained earnings calculated in accordance with Luxembourg law and regulations exist. Therefore, retained earnings included in these consolidated financial statements may not be wholly distributable. See Note 10 (iii).

The accompanying notes are an integral part of these consolidated condensed interim financial statements. These consolidated condensed interim financial statements should be read in conjunction with our audited Consolidated Financial Statements and notes for the fiscal year ended December 31, 2010.

TERNIUM S.A.
Consolidated condensed interim financial statements as of September 30, 2011
and for the nine-month periods ended September 30, 2011 and 2010
(All amounts in USD thousands)

CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CASH FLOWS

	Notes	Nine-month period ended September 30, 2011	2010
		(Unaudited)	
Cash flows from operating activities			
Profit for the period		**513,472**	**676,621**
Adjustments for:			
Depreciation and amortization	**7 & 8**	309,822	280,020
Income tax accruals less payments		(246,565)	231,157
Equity in (earnings) losses of associated companies		(51)	813
Interest accruals less payments		18,136	(8,386)
Changes in provisions		28,049	4,221
Changes in working capital		(572,264)	(484,961)
Interest income Sidor financial asset	**11**	(9,291)	(56,685)
Net foreign exchange results and others		160,881	(61,405)
Net cash provided by operating activities		**202,189**	**581,395**
Cash flows from investing activities			
Capital expenditures	**7 & 8**	(444,987)	(219,983)
Acquisition of business:			
Purchase consideration			(75,000)
Cash acquired			6,593
Decrease (Increase) in other investments		193,035	(255,280)
Proceeds from the sale of property, plant and equipment		1,377	1,213
Proceeds from Sidor financial asset	**11**	133,084	767,382
Net cash (used in) provided by investing activities		**(117,491)**	**224,925**
Cash flows from financing activities			
Dividends paid in cash to company s shareholders		(147,231)	(100,237)
Dividends paid in cash by subsidiary companies		(140,579)	(38,304)
Contributions from non-controlling shareholders in consolidated subsidiaries		39,200	
Repurchase of treasury shares		(150,000)	
Proceeds from borrowings		612,205	18,486
Repayments of borrowings		(572,081)	(555,496)
Net cash used in financing activities		**(358,486)**	**(675,551)**

(Decrease) Increase in cash and cash equivalents	**(273,788)**	**130,769**
Movement in cash and cash equivalents		
At January 1,	1,779,416	2,095,798
Effect of exchange rate changes	(20,125)	434
(Decrease) Increase in cash and cash equivalents	(273,788)	130,769
Cash and cash equivalents at September 30, (1)	**1,485,503**	**2,227,001**

(1) In addition, the Company had restricted cash of USD 386. As of September 30, 2010 there was no restricted cash. Also, the Company had other investments with a maturity of more than three months for USD 657,760 as of September 30, 2011.

The accompanying notes are an integral part of these consolidated condensed interim financial statements. These consolidated condensed interim financial statements should be read in conjunction with our audited Consolidated Financial Statements and notes for the fiscal year ended December 31, 2010.

TERNIUM S.A.

Notes to the Consolidated Condensed Interim Financial Statements

INDEX TO THE NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

TERNIUM S.A.
Notes to the Consolidated Condensed Interim Financial Statements (Contd.)

1 General information and basis of presentation

Ternium S.A. (the Company or Ternium), was incorporated on December 22, 2003 to hold investments in flat and long steel manufacturing and distributing companies. The Company has an authorized share capital of a single class of 3.5 billion shares having a nominal value of USD 1.00 per share. As of September 30, 2011, there were 2,004,743,442 shares issued. All issued shares are fully paid.

Following a corporate reorganization carried out during fiscal year 2005, in January 2006 the Company successfully completed its registration process with the United States Securities and Exchange Commission (SEC). Ternium s ADSs began trading on the New York Stock Exchange under the symbol TX on February 1, 2006. The Company s initial public offering was settled on February 6, 2006. On January 31, 2011, the Company filed with the SEC a registration statement on form F-3 relating to sales of equity and debt securities.

The Company was initially established as a public limited liability company (société anonyme) under Luxembourg s 1929 holding company regime. Until termination of such regime on December 31, 2010, holding companies incorporated under the 1929 regime (including the Company) were exempt from Luxembourg corporate and withholding tax over dividends distributed to shareholders.

On January 1, 2011, the Company became an ordinary public limited liability company (société anonyme) and, effective as from that date, the Company is subject to all applicable Luxembourg taxes (including, among others, corporate income tax on its worldwide income) and its dividend distributions will generally be subject to Luxembourg withholding tax. However, dividends received by the Company from subsidiaries in high income tax jurisdictions, as defined under Luxembourg law, will continue to be exempt from corporate income tax in Luxembourg under Luxembourg s participation exemption.

In light of the impending termination of Luxembourg s 1929 holding company regime, in the fourth quarter of 2010, the Company carried out a multi-step corporate reorganization, which included, among other transactions, the contribution of all of the Company s assets and liabilities to a wholly-owned, newly-incorporated Luxembourg subsidiary and the restructuring of indirect holdings in certain subsidiaries. The reorganization was completed in December 2010, and resulted in a non-taxable revaluation of the accounting value (under Luxembourg GAAP) of the Company s assets.

Following the completion of the corporate reorganization, and upon its conversion into an ordinary Luxembourg holding company, the Company recorded a special reserve for tax purposes in a significant amount. The Company expects that, as a result of its corporate reorganization, its current overall tax burden will not increase, as all or substantially all of its dividend income will come from high income tax jurisdictions. In addition, the Company expects that dividend distributions for the foreseeable future will be imputed to the special reserve and therefore should be exempt from Luxembourg withholding tax under current Luxembourg law.

The name and percentage of ownership of subsidiaries that have been included in consolidation in these Consolidated Condensed Interim Financial Statements is disclosed in Note 2 to the audited Consolidated Financial Statements for the year ended December 31, 2010.

Certain comparative amounts have been reclassified to conform to changes in presentation in the current period.

The preparation of consolidated condensed interim financial statements requires management to make estimates and assumptions that might affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the statement of financial position, and also the reported amounts of revenues and expenses for the reported periods. Actual results may differ from these estimates.

Material intercompany transactions and balances have been eliminated in consolidation. However, the fact that the functional currency of the Company s subsidiaries differ, results in the generation of foreign exchange gains and losses that are included in the consolidated condensed interim income statement under Other financial income (expenses), net .

These Consolidated Condensed Interim Financial Statements have been approved for issue by the Board of Directors of Ternium on November 2, 2011.

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TERNIUM S.A.

Notes to the Consolidated Condensed Interim Financial Statements (Contd.)

2 Accounting policies

These Consolidated Condensed Interim Financial Statements have been prepared in accordance with IAS 34, Interim Financial Reporting and are unaudited. These Consolidated Condensed Interim Financial Statements should be read in conjunction with the audited Consolidated Financial Statements for the year ended December 31, 2010, which have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board, and adopted by the European Union.

Recently issued accounting pronouncements were applied by the Company as from their respective dates.

These Consolidated Condensed Interim Financial Statements have been prepared following the same accounting policies used in the preparation of the audited Consolidated Financial Statements for the year ended December 31, 2010.

3 Segment information

Reportable operating segments

For management purposes, the Company is organized on a worldwide basis into the following segments: flat steel products, long steel products and others.

The flat steel products segment comprises the manufacturing and marketing of hot rolled coils and sheets, cold rolled coils and sheets, tin plate, welded pipes, hot dipped galvanized and electro-galvanized sheets, pre-painted sheets and other tailor-made products to serve its customers requirements.

The long steel products segment comprises the manufacturing and marketing of billets (steel in its basic, semi-finished state), wire rod and bars.

The other products segment includes products other than flat and long steel, mainly pig iron, pellets and pre-engineered metal buildings.

	Nine-month period ended September 30, 2011 (Unaudited)			
	Flat steel products	Long steel products	Other	Total
Net sales	5,935,257	911,046	113,270	6,959,573
Cost of sales	(4,629,429)	(658,703)	(66,513)	(5,354,645)
Gross profit	1,305,828	252,343	46,757	1,604,928
Selling, general and administrative expenses	(517,890)	(72,900)	(11,910)	(602,700)
Other operating income (expenses), net	(14,053)	3,061	398	(10,594)
Operating income	773,885	182,504	35,245	991,634
Depreciation PP&E	231,975	20,615	4,884	257,474

	Nine-month period ended September 30, 2010 (Unaudited)			
	Flat steel products	Long steel products	Other	Total
Net sales	4,708,323	604,524	141,626	5,454,473
Cost of sales	(3,534,276)	(450,649)	(75,858)	(4,060,783)

Gross profit	1,174,047	153,875	65,768	1,393,690
Selling, general and administrative expenses	(424,257)	(44,890)	(13,476)	(482,623)
Other operating income (expenses), net	8,108	869	209	9,186
Operating income	757,898	109,854	52,501	920,253
Depreciation PP&E	209,649	14,521	4,668	228,838

TERNIUM S.A.

Notes to the Consolidated Condensed Interim Financial Statements (Contd.)

3 Segment information (continued)

Geographical information

Ternium sells its products to three main geographical areas: South and Central America, North America, and Europe and others. The North American area comprises principally United States, Canada and Mexico. The South and Central American area comprises principally Argentina, Colombia, Chile, Paraguay, Ecuador, Guatemala, Costa Rica and Brazil.

	Nine-month period ended September 30, 2011 (Unaudited)			
	South and Central America	**North America**	**Europe and other**	**Total**
Net sales	3,043,223	3,874,743	41,607	6,959,573
Depreciation PP&E	105,786	151,672	16	257,474

	Nine-month period ended September 30, 2010 (Unaudited)			
	South and Central America	**North America**	**Europe and other**	**Total**
Net sales	2,209,330	3,149,242	95,901	5,454,473
Depreciation PP&E	83,656	145,169	13	228,838

4 Cost of sales

	Nine-month period ended September 30, (Unaudited)	
	2011	**2010**
Inventories at the beginning of the year	1,953,390	1,350,568
Acquisition of business		76,771
Translation differences	(161,223)	22,125
Plus: Charges for the period		
Raw materials and consumables used and other movements	4,689,766	3,623,516
Services and fees	185,684	130,054
Labor cost	434,267	370,975
Depreciation of property, plant and equipment	244,671	215,836
Amortization of intangible assets	12,926	13,619
Maintenance expenses	259,098	252,410
Office expenses	6,370	4,748
Freight and transportation	41,462	27,279
Insurance	5,244	5,750
Charge of obsolescence allowance	6,948	5,032

Recovery from sales of scrap and by-products	(30,624)	(32,437)
Others	19,902	20,718
Less: Inventories at the end of the period	(2,313,236)	(2,026,181)
Cost of Sales	**5,354,645**	**4,060,783**

TERNIUM S.A.
Notes to the Consolidated Condensed Interim Financial Statements (Contd.)

5 Selling, general and administrative expenses

	Nine-month period ended September 30,	
	2011	2010
	(Unaudited)	
Services and fees	52,372	42,897
Labor cost	139,402	115,057
Depreciation of property plant and equipment	12,803	13,002
Amortization of intangible assets	39,422	37,563
Maintenance and expenses	12,479	6,494
Taxes	91,550	65,351
Office expenses	25,104	22,641
Freight and transportation	210,726	166,340
Increase (Decrease) of allowance for doubtful accounts	208	(841)
Others	18,634	14,119
Selling, general and administrative expenses	**602,700**	**482,623**

6 Other financial income (expenses), net

	Nine-month period ended September 30,	
	2011	2010
	(Unaudited)	
Net foreign exchange (loss) gain	(164,319)	100,220
Change in fair value of financial instruments	(24,194)	(729)
Debt issue costs	(3,888)	(3,407)
Others	(5,238)	(4,467)
Other financial (expenses) income, net	**(197,639)**	**91,617**

7 Property, plant and equipment, net

	Nine-month period ended September 30,	
	2011	2010
	(Unaudited)	
At the beginning of the year	4,262,896	4,040,415
Acquisition of business		140,118
Currency translation differences	(299,274)	67,514
Additions	408,790	202,744
Disposals	(7,524)	(3,800)
Depreciation charge	(257,474)	(228,838)
Transfers and other movements		(3,914)

At the end of the period	**4,107,414**	**4,214,239**

TERNIUM S.A.
Notes to the Consolidated Condensed Interim Financial Statements (Contd.)

8 Intangible assets, net

	Nine-month period ended September 30,	
	2011	2010
	(Unaudited)	
At the beginning of the year	1,129,348	1,085,412
Acquisition of business		25,473
Currency translation differences	(84,521)	46,105
Additions	36,197	17,239
Amortization charge	(52,348)	(51,182)
Transfers and other movements		3,914
At the end of the period	**1,028,676**	**1,126,961**

9 Distribution of dividends

During the annual general shareholders meeting held on June 1, 2011, the shareholders approved the consolidated financial statements and unconsolidated annual accounts for the year ended December 31, 2010 and a distribution of dividends of USD 0.075 per share (USD 0.75 per ADS), or USD 150.4 million. The dividends were paid on June 9, 2011. See note 12.

10 Contingencies, commitments and restrictions on the distribution of profits

This note should be read in conjunction with Note 27 to the Company s audited Consolidated Financial Statements for the year ended December 31, 2010. Significant changes or events since the date of issue of such financial statements are as follows:

(i) Siderar

Siderar, within the investment plan, has entered into several commitments to acquire new production equipment for a total consideration of USD 136.5 million.

Siderar is a party to a long-term contract with Air Liquide Argentina S.A. for the supply of oxygen, nitrogen and argon. The agreement requires Siderar to take or pay minimum daily amounts of these gases for an aggregate amount of USD 63.0 million to satisfy Siderar s current production needs through 2021, and to make incremental purchases of these gases for an aggregate amount of USD 115.5 million to satisfy the requirements through 2025 of a new separation facility to be constructed as part of Siderar s expansion plan. As a result of the several global crisis that began in 2008 and the uncertainties surrounding the evolution of steel demand in the domestic and global markets, the parties engaged in discussions for the renegotiation of the contract. In February 2011, Siderar and Air Liquide Argentina reached agreement on the terms of the renegotiation; the obligations of the parties under the agreement related to the new separation facility were suspended through March 31, 2012, and Siderar agreed to purchase from Air Liquide Argentine certain equipment for an aggregate amount of approximately USD 22.2 million (as of September 30, 2011, Siderar paid advances in an amount of USD 11.7 million). If Siderar were to resume its expansion plan on or prior to March 31, 2012, Air Liquide would be required to repurchase that equipment, and all of the parties obligations under the contract would be reinstated; otherwise, all rights and obligations relating to the new separation plant and the related supply of gases would terminate automatically on March 31, 2012, and Siderar would be required to pay to Air Liquide Argentina an aggregate amount currently estimated at USD 12 million.

Siderar assumed fixed commitments for the purchase of raw materials for a total amount of USD 1.5 billion to be expended during the next 3 years.

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Notes to the Consolidated Condensed Interim Financial Statements (Contd.)

10 Contingencies, commitments and restrictions on the distribution of profits (continued)

(ii) Steel supply contracts

Grupo Imsa (now Ternium Mexico), together with Grupo Marcegaglia, Duferco International Investment Holding and DonkukDongkuk Steel Mill Co., were parties to a ten-year steel slab off-take framework agreement with Corus UK Limited (now Tata Steel UK Limited) dated as of December 16, 2004, which was supplemented by bilateral off-take agreements. Under the agreements, the off-takers could be required to purchase, in the aggregate, approximately 78% of the steel slab production of Corus Teesideformer Teesside facility in the North East of England, of which Grupo Imsa s share was 15.38%, or approximately USD 0.5 million tons per year, of the total production.

In addition, the off-takers were required to make, in the aggregate and according to their respective pro rata shares, significant payments to Corus to finance capital expenditures. In December 2007, all of Grupo Imsa s rights and obligations under this contract were assigned to Ternium Procurement S.A. (formerly known as Alvory S.A.).

On April 7, 2009, Ternium Procurement S.A., together with the other off-takers, declared the early termination of the off-take framework agreement and their respective off-take agreements with Corus pursuant to a provision allowing the off-takers to terminate the agreements upon the occurrence of certain events specified in the off-take framework agreement. Corus initially denied the occurrence of the alleged termination event, stated that it would pursue specific performance and initiated an arbitration proceeding against the off-takers and Ternium Mexico (as guarantor of Ternium Procurement s obligations) seeking damages arising out of the alleged wrongful termination of the off-take agreements, which damages Corus did not quantify but stated that would exceed USD 150 million (approximately USD 29.7 million in the case of Ternium Procurement), the maximum aggregate cap on liability that the off-takers would have under the off-take framework agreement (a limitation that Corus disputed). In addition, Corus threatened to submit to arbitration further claims in tort against the off-takers, and also threatened to submit such claims against certain third-parties to such agreements, including the Company. The off-takers and Ternium Mexico, in turn, denied Corus claims and brought counterclaims against Corus which, in the aggregate, would also be greater than USD 150 million.

On May 12, 2009, Corus, by a letter from its lawyers, alleged that the off-takers s termination notice amounted to a repudiatory breach of the agreements and stated that it accepted that the agreements had come to an end and that it would no longer pursue a claim for specific performance in the arbitration; the claim for damages, for all losses caused by the alleged off-takers wrongful repudiation of the agreements, however, would be maintained. On July 9, 2009, Corus submitted an amended request for arbitration adding tortious claims against the off-takers and adding to its claims the payment of punitive or exemplary damages.

On December 21, 2010, the arbitration tribunal issued a partial final award where it held that the off-takers had invalidly terminated the off-take agreements. The tribunal also held that the maximum aggregate USD 150 million liability cap (out of which approximately USD 29.7 million corresponds to Ternium Procurement) provided in the off-take framework agreement applied to all of Corus s claims against the off-takers, including tort as well as contract claims. The tribunal formally admitted new claims and counterclaims into the arbitration proceedings on April 10, 2011.

On April 15, 2011, the arbitration tribunal issued a second partial final award where it held that the off-takers should pay to the claimant GBP 1.6 million for its reasonable legal and other costs incurred before the first partial final award. The off-takers paid that amount around mid May. In addition, on May 27, 2011, the off-takers paid to Tata an aggregate amount of USD 16.3 million (of which Ternium Procurement paid USD 3.2 million) as indemnification for one of its claims under the arbitration proceedings.

On June 16, 2011, Tata, the off-takers and Ternium Mexico settled the dispute, and the off-takers, in exchange for a full release and discharge of each of them and their respective representatives and affiliates, from all claims and disputes that Tata may have against any of them in relation to the off-take framework agreement and its related agreements, agreed to pay to Tata an aggregate amount of USD 124 million (including the USD16.3 million previously paid) and authorized their agent under the off-take agreements to transfer to Tata UK£1.8 million and 0.5 million which had been received by the agent from the off-takers under the off-take framework agreement before the early termination of such agreement. Ternium Procurement paid to Tata its share of the settlement amount (i.e., USD21.3 million) on June 17, 2011.

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Notes to the Consolidated Condensed Interim Financial Statements (Contd.)

10 Contingencies, commitments and restrictions on the distribution of profits (continued)

On June 21, 2011, Tata notified the arbitration tribunal that the arbitration proceedings were withdrawn. On July 8, 2011 and as a consequence of the settlement reached among the parties, the tribunal declared the termination of the arbitration proceedings.

(iii) Restrictions on the distribution of profits

Under Luxembourg law, at least 5% of net income per year calculated in accordance with Luxembourg law and regulations must be allocated to a reserve until such reserve equals 10% of the share capital. At December 31, 2010, this reserve reached the above-mentioned threshold.

As of December 31, 2010, Ternium may pay dividends up to USD 6.3 billion in accordance with Luxembourg law and regulations.

Shareholders equity under Luxembourg law and regulations comprises the following captions:

	At December 31, 2010
Share capital	2,004,743
Legal reserve	200,474
Distributable reserves	101,437
Non distributable reserves (1)	1,414,122
Accumulated profit at December 31, 2010	6,201,934
Total shareholders equity under Luxembourg GAAP	**9,922,710**

(1) As a result of the repurchase of its own shares from Usiminas on February 15, 2011 (see note 12), the Company is required under applicable Luxembourg law to create a new non-distributable reserve in the amount of USD 150 million.

11 Nationalization of Sidor

On March 31, 2008, Ternium S.A. (the Company) controlled approximately 59.7% of Sidor, while Corporación Venezolana de Guayana, or CVG (a Venezuelan governmental entity), and Banco de Desarrollo Económico y Social de Venezuela, or BANDES (a bank owned by the Venezuelan government), held approximately 20.4% of Sidor and certain Sidor employees and former employees held the remaining 19.9% interest.

Further to several threats of nationalization and various adverse interferences with management in preceding years, on April 8, 2008, the Venezuelan government announced its intention to take control over Sidor. On April 29, 2008, the National Assembly of Venezuela passed a resolution declaring that the shares of Sidor, together with all of its assets, were of public and social interest, and authorizing the Venezuelan government to take any action it deemed appropriate in connection with any such assets, including expropriation. Subsequently, Decree Law 6058 of the President of Venezuela dated April 30, 2008, ordered that Sidor and its subsidiaries and associated companies be transformed into state-owned enterprises (empresas del Estado), with the government owning not less than 60% of their share capital. On July 12, 2008, Venezuela, acting through CVG, assumed operational control and complete responsibility for Sidor s operations, and Sidor s board of directors ceased to function. However, negotiations between the Venezuelan government and the Company regarding the terms of the compensation continued over several months, and the Company retained formal title over the Sidor shares during that period.

On May 7, 2009, the Company completed the transfer of its entire 59.7% interest in Sidor to CVG. The Company agreed to receive an aggregate amount of USD 1.97 billion as compensation for its Sidor shares. Of that amount, CVG paid USD 400 million in cash at closing. The balance was divided in two tranches: the first tranche of USD

945 million was scheduled to be paid in six equal quarterly installments beginning in August 2009 until November 2010, while the second tranche would be due in November 2010, subject to quarterly mandatory prepayment events based on the increase of the WTI crude oil price over its May 6, 2009 level. Under the agreements with CVG and Venezuela, in the event of non-compliance by CVG with its

TERNIUM S.A.

Notes to the Consolidated Condensed Interim Financial Statements (Contd.)

11 Nationalization of Sidor (continued)

payment obligations, the Company reserved the rights and remedies that it had prior to the transfer of the Sidor shares in relation to any claim against Venezuela, subject to certain limitations, including that the Company may not claim an amount exceeding the outstanding balance due from CVG.

CVG made all payments required to be made under the agreements governing the transfer of Sidor to Venezuela except for the final payment due on November 8, 2010. On December 18, 2010, Ternium reached an agreement with CVG, on the rescheduling of the unpaid balance, which amounted to USD 257.4 million. As provided in the refinancing agreement, CVG paid USD 7.0 million to Ternium in January 2011, and CVG is required to pay the remainder in five quarterly installments, beginning on February 15, 2011 and ending on February 15, 2012. In addition, Ternium continues to reserve all of its rights under contracts, investment treaties and Venezuelan and international law in the event of non-payment of the amounts still owing to it. As security for the payment of the outstanding balance, Ternium received, duly endorsed in its favor, promissory notes issued by Energía Argentina S.A. (Enarsa) and Compañía Administradora del Mercado Mayorista Eléctrico S.A. (Cammesa) (both companies owned by the Argentine government) to PDVSA Petróleo S.A. (a company owned by the Venezuelan government). The first and second installments (of USD 31.2 million each) were paid on February 16 and May 17, 2011, respectively. The third installment of USD 56.3 million was paid on August 15, 2011.

The payments so rescheduled bear interest at 6.3% annual rate and, accordingly, the carrying amount of the receivable does not differ significantly from the net present value, at market rates, of the expected cash flows thereunder. At September 30, 2011, following the receipt of USD 1,854.1 million in cash payments in the aggregate, the carrying amount of the Sidor financial asset amounted to USD 134.2 million (all of which were current).

In the nine-month period ended September 30, 2011 and 2010, the Company recorded gains in the amount of USD 9.3 million and USD 56.7 million, respectively. These gains are included in Interest income Sidor financial asset in the Income Statement and represent the accretion income over the receivable held against CVG.

12 Repurchase of Shares from Usiminas concurrently with secondary public offering

On January 31, 2011, Ternium entered into a transaction and registration rights agreement with its 14.3% shareholder Usinas Siderúrgicas de Minas Gerais S.A. Usiminas (Usiminas) and Techint Holdings S.à.r.l. (Techint). The transaction and registration rights agreement provided, among other things, for a SEC-registered underwritten public offering of up to all of Ternium shares held by Usiminas (less the number of shares that Ternium and Techint agreed to purchase as discussed below) in the form of ADSs listed on the New York Stock Exchange. Neither Ternium nor Techint offered to sell any Ternium shares or ADSs in the public offering.

On February 9, 2011, Ternium and Techint, following the pricing of the underwritten public offering mentioned above, entered into purchase agreements with Usiminas relating to their concurrent purchase transactions of Ternium shares. Under these agreements, on February 15, 2011, Ternium and Techint purchased from Usiminas 41,666,666 and 27,777,780 Ternium shares for a total consideration of USD 150 million and USD 100 million, respectively. In connection with the sale of Ternium s shares by Usiminas, Ternium collected a USD 10.2 million fee, included in Other operating income (expenses), net and was reimbursed of all expenses relating to the offering and concurrent purchase.

Following consummation of these transactions, Techint owns directly 62.02% of the Company s share capital and Tenaris holds directly 11.46% of the Company s share capital (both including treasury shares) and Usiminas will no longer own any Ternium shares. In addition, the two members of Ternium s board of directors nominated by Usiminas resigned from the Ternium board.

Related to the dividends distributed on June 9, 2011, and as these treasury shares are hold by one of Ternium s subsidiaries, the dividends attributable to these treasury shares amounting to USD 3.1 million were included in equity as less dividend paid.

TERNIUM S.A.

Notes to the Consolidated Condensed Interim Financial Statements (Contd.)

13 Debt refinancing in Ternium Mexico

On April 6, 2011, the Company s subsidiary Ternium Mexico, S.A. de C.V. (Ternium Mexico), Crédit Agricole Corporate and Investment Bank, acting as Administrative Agent, and certain banks parties to a loan agreement dated as of July 12, 2007, partially refinanced a syndicated loan facility that had been incurred to finance Ternium s 2007 acquisition of Grupo Imsa, a company subsequently merged into Ternium Mexico.

The outstanding balance of the facility refinanced amounted to USD 1.0 billion. As part of the refinancing, the final maturity date of bank loans in a principal amount of USD 0.8 billion was extended to July 23, 2014 (with the extended loans being payable in four consecutive and equal semi-annual installments commencing on January 26, 2013), and the applicable margin structure for the extended loans was amended. On July 26, 2012, Ternium Mexico will repay the remaining USD 0.2 billion principal amount of the loans that were not refinanced.

14 Recent developments involving Siderar S.A.I.C.

On July 21, 2011, the general meeting of Siderar s shareholders approved (with the vote of all shareholders present, including the directors of Administracion Nacional de Seguridad Social, Argentina s governmental social security agency) a dividend of approximately USD 360 million, payable out of Siderar s 2010 results. The payment of such dividends was received on September 7, 2011.

15 Related party transactions

As of September 30, 2011, Techint owned 62.02% of the Company s share capital and Tenaris held 11.46%, of the Company s share capital. Each of Techint and Tenaris were controlled by San Faustin S.A., a Luxembourg company (San Faustin). Rocca & Partners Stichting Administratiekantoor Aandelen San Faustin (RP STAK), a Dutch private foundation (Stichting), held shares in San Faustin sufficient in number to control San Faustin. No person or group of persons controls RP STAK.

The following transactions were carried out with related parties:

	Nine-month period ended September 30,	
	2011	**2010**
	(Unaudited)	
(i) Transactions		
(a) Sales of goods and services		
Sales of goods to other related parties	108,575	138,302
Sales of services and others to associated parties	65	51
Sales of services and others to other related parties	1,576	1,395
	110,216	**139,748**
(b) Purchases of goods and services		
Purchases of goods from other related parties	(39,989)	(34,463)
Purchases of services and others from associated parties	(32,089)	(26,049)
Purchases of services and others from other related parties	(91,710)	(89,854)
	(163,788)	**(150,366)**
(c) Financial results		
Income with associated parties	83	55
	83	**55**

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Notes to the Consolidated Condensed Interim Financial Statements (Contd.)

15 Related party transactions (continued)

	September 30, 2011 (Unaudited)	December 31, 2010
(ii) Period-end balances		
(a) Arising from sales/purchases of goods/services		
Receivables from associated parties	409	368
Receivables from other related parties	37,698	11,424
Advances to suppliers with other related parties	1,888	2,101
Payables to associated parties	(2,319)	(1,953)
Payables to other related parties	(50,358)	(42,048)
	(12,682)	**(30,108)**
(b) Other investments		
Time deposit	19,068	18,086
	19,068	**18,086**

16 Recently issued accounting pronouncements

(i) International Accounting Standard 19 (amended 2011), Employee benefits

In June 2011, the IASB issued IAS 19 (amended 2011), Employee benefits , which makes significant changes to the recognition and measurement of defined benefit pension expense and termination benefits, and to the disclosures for all employee benefits. IAS 19 (amended 2011) must be applied for annual periods beginning on or after 1 January 2013.

(ii) International Accounting Standard 1 (amended 2011), Presentation of financial statements

In June 2011, the IASB issued IAS 1 (amended 2011), Presentation of financial statements . The amendment requires entities to separate items presented in Other Comprehensive Income into two groups, based on whether or not they may be recycled to profit or loss in the future. IAS 1 (amended 2011) must be applied for annual periods beginning on or after 1 July 2012.

(iii) International Financial Reporting Standard 10, Consolidated financial statements

In May 2011, the IASB issued IFRS 10, Consolidated financial statements . IFRS 10 replaces all of the guidance on control and consolidation in IAS 27 and SIC-12. IFRS 10 must be applied for annual periods beginning on or after 1 January 2013.

(iv) International Financial Reporting Standard 11, Joint arrangements

In May 2011, the IASB issued IFRS 11, Joint arrangements . IFRS 11 sets out the core principle that a party to a joint arrangement determines the type of joint arrangement in which it is involved by assessing its rights and obligations and accounts for those rights and obligations in accordance with that defined type of joint arrangement. IFRS 11 must be applied for annual periods beginning on or after 1 January 2013.

(v) International Financial Reporting Standard 12, Disclosures of interest in other entities

In May 2011, the IASB issued IFRS 12, Disclosures of interest in other entities . This standard includes the disclosure requirements for all forms of interest in other entities. IFRS 12 must be applied for annual periods beginning on or after 1 January 2013.

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Notes to the Consolidated Condensed Interim Financial Statements (Contd.)

16 Recently issued accounting pronouncements (continued)

(vi) International Financial Reporting Standard 13, Fair value measurement

In May 2011, the IASB issued IFRS 13, Fair value measurement . IFRS 13 explains how to measure fair value and aims to enhance fair value disclosures. IFRS 13 must be applied for annual periods beginning on or after 1 January 2013.

These standards, amendments to standards and interpretations are not effective for the financial year beginning January 1, 2011 and have not been early adopted.

The Company s management has not assessed the potential impact that the application of these standards may have on the Company s financial condition or results of operations.

Pablo Brizzio
Chief Financial Officer