
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Amrize Ltd

(Name of Issuer)

Ordinary Shares, par value \$0.01 per share

(Title of Class of Securities)

H2927K103

(CUSIP Number)

Christian Reber
Zurcherstrasse 156,
Rapperswil-Jona, V8, 8645
41-55-222-87-30

Leo Borchardt
5 Aldermanbury Square,
London, X0, EC2V 7HR
44-20-7418-1334

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

06/23/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on 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).

SCHEDULE 13D

CUSIP No. H2927K103

1	Name of reporting person Thomas Schmidheiny
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only

4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization SWITZERLAND	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 37,818,703.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 37,818,703.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 37,818,703.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 6.671 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

CUSIP No.	H2927K103
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1	Name of reporting person Schweizerische Cement-Industrie-Aktiengesellschaft
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization SWITZERLAND

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 37,111,376.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 37,111,376.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 37,111,376.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 6.547 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

CUSIP No.	H2927K103
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1	Name of reporting person Cimcap AG
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization SWITZERLAND

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 678,450.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 678,450.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 678,450.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.120 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

Item 1. Security and Issuer

- (a) **Title of Class of Securities:**
Ordinary Shares, par value \$0.01 per share
- (b) **Name of Issuer:**
Amrize Ltd
- (c) **Address of Issuer's Principal Executive Offices:**
Grafenauweg 8, Zug, SWITZERLAND , 6300.

Item 2. Identity and Background

- (a) This Schedule 13D is filed by Schweizerische Cement-Industrie-Aktiengesellschaft, a corporation organized under the laws of Switzerland ("SCIA"), Cimcap AG, a corporation organized under the laws of Switzerland ("Cimcap") and Mr. Thomas Schmidheiny, a Swiss national, as chairperson of the board and the controlling stockholder of both SCIA and Cimcap. Each of the foregoing is referred to herein as a "Reporting Person" and collectively as the "Reporting Persons."
- The Reporting Persons have executed a joint filing agreement, dated as of June 26, 2025, with respect to the joint filing of this Schedule 13D and any amendment or amendments hereto, the full text of which is filed as Exhibit 99.1 hereto and incorporated herein by reference.
- (b) The principal business address for each of the Reporting Persons is Zurcherstrasse 156, 8645 Rapperswil-Jona, Switzerland.
- (c) SCIA and Cimcap are each independent family holding companies and global groups that invest in a diversified range of businesses on behalf of the Schmidheiny Family. Mr. Thomas Schmidheiny is chairperson of the board and the controlling stockholder of each of SCIA and Cimcap. As such, Mr. Schmidheiny is in a position indirectly to determine the investment and voting decisions made by each of SCIA and Cimcap. Mr. Schmidheiny's present principal occupation is as Chairperson of the Board of SCIA and Cimcap.
- The name, business address, citizenship and present principal occupation or employment (including the name, principal business address and address of any corporation or other organization in which such employment is conducted) of each of SCIA's and Cimcap's directors and executive officers is set forth on Schedule I (collectively, the "Scheduled Persons," and each a "Scheduled Person"), and are incorporated herein by reference. Each of the Scheduled Persons other than Mr. Thomas Schmidheiny expressly disclaims beneficial ownership of shares of Company Shares held by SCIA and Cimcap.
- (d) During the last five years the Reporting Persons have not and, to the knowledge of the Reporting Persons, without independent verification, none of the Scheduled Persons has been (convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years the Reporting Persons have not and, to the knowledge of the Reporting Persons, without independent verification, none of the Scheduled Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such

proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (f) Switzerland for each Reporting Person.

Item 3. Source and Amount of Funds or Other Consideration

The information set forth under Item 4 of this Schedule 13D is incorporated herein by reference. On June 23, 2025 (the "Ex-Dividend Date"), the Issuer and Holcim completed the spin-off contemplated by that certain information statement, dated as of June 2, 2025 (the "Information Statement"), by the Issuer, in connection with, and subject to the satisfaction or waiver of certain conditions, the distribution (the "Distribution") by Holcim to its shareholders of ordinary shares of Issuer, formerly a wholly-owned subsidiary of Holcim. Prior to such Distribution, Issuer, Holcim and each of their applicable affiliates consummated a series of internal reorganization transactions to separate the Issuer from Holcim (the "Separation"), resulting in the Issuer owning the business, activities and operations of Holcim and its affiliates in the United States, Canada and Jamaica (the "Amrize Territories"), including the manufacturing of cement, aggregates, ready-mix concrete, asphalt, roofing systems and other building solutions in the Amrize Territories, as well as certain support operations in Colombia and certain trading operations (collectively, the "Amrize Business") and Holcim continuing to own the business, activities and operations of Holcim and its affiliates outside of the Amrize Territories, including the manufacturing of cement, aggregates, ready-mix concrete and other products outside the Amrize Territories, as well as certain other support operations in Colombia (the "Holcim Business"). As a result of the Separation and Distribution (collectively, the "Spin-Off"), The Reporting Persons acquired 37,818,703 Company Shares, representing approximately 6.671% of the total number of outstanding Company Shares, for no consideration as a dividend-in-kind from Holcim. The Information Statement is filed as Exhibit 99.2 hereto and incorporated herein by reference.

All holdings in this Schedule 13D are reported as of the close of business on the Ex-Dividend Date.

The foregoing descriptions of the Spin-Off do not purport to be complete and references to, and descriptions of, the Spin-Off and the Information Statement in this Schedule 13D are subject to, and qualified in their entirety by reference to, the full text of the Information Statement filed as Exhibit 99.2 hereto and incorporated herein by reference.

Item 4. Purpose of Transaction

The information set forth under Items 3 and 6 of this Schedule 13D is incorporated herein by reference.

The Reporting Persons obtained the securities described in this Schedule 13D in the context of the Spin-Off. The Reporting Persons may from time to time acquire additional securities of the Issuer, or retain or sell all or a portion of the Company Shares then held by the applicable Reporting Person, in the open market, block trades, underwritten public offerings or privately negotiated transactions. Any actions a Reporting Person might undertake with respect to its investment in the Issuer may be made at any time and from time to time and will be dependent upon the Reporting Person's review of numerous factors, including, but not limited to: ongoing evaluation of the Issuer's business, financial condition, operations, prospects and strategic alternatives(greek question mark) price levels of the Issuer's securities(greek question mark) general market, industry and economic conditions(greek question mark) the relative attractiveness of alternative business and investment opportunities(greek question mark) tax considerations(greek question mark) liquidity of the Issuer's securities(greek question mark) and other factors and future developments.

Except as set forth in this Schedule 13D (including in any information incorporated by reference), the Reporting Persons do not have any plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 to Rule 13d-101.

Item 5. Interest in Securities of the Issuer

- (a) As of June 23, 2025, The Reporting Persons may be deemed to have beneficially owned an aggregate of 37,818,703 Company Shares, representing approximately 6.671% of the issued and outstanding Company Shares. As of June 23, 2025, Mr. Thomas Schmidheiny may be deemed to be the beneficial owner of the Company Shares held by SCIA and Cimcap. Each of the Scheduled Persons, other than Mr. Schmidheiny, expressly disclaims beneficial ownership of the Company Shares.
- (b) As of June 23, 2025, The Reporting Persons may be deemed to have beneficially owned an aggregate of 37,818,703 Company Shares, representing approximately 6.671% of the issued and outstanding Company Shares. As of June 23, 2025, Mr. Thomas Schmidheiny may be deemed to be the beneficial owner of the Company Shares held by SCIA and Cimcap. Each of the Scheduled Persons, other than Mr. Schmidheiny, expressly disclaims beneficial ownership of the Company Shares.
- (c) The information set forth under Items 3 and 4 of this Schedule 13D is incorporated herein by reference. Except as disclosed in this Schedule 13D, the Reporting Persons have not effected and, to the knowledge of the Reporting Persons, without independent verification, none of the Scheduled Persons identified in Schedule I hereto has effected any transactions in Company Shares during the past 60 days.
- (d) Except as disclosed in this Schedule 13D, no person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any of the Company Shares beneficially owned by any of the Reporting Persons.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information set forth under Items 3, 4 and 5 of this Schedule 13D is incorporated herein by reference. Except as disclosed in this Schedule 13D or as set forth in or contemplated in the Business Combination Agreement, there are no contracts, understandings or relationships between any of the Reporting Persons and any third person with respect to the Company Shares.

Item 7. Material to be Filed as Exhibits.

99.1 Joint Filing Agreement, dated as of June 26, 2025, by and among Schweizerische Cement-Industrie-Aktiengesellschaft, Cimcap AG and Mr. Thomas Schmidheiny.

99.2 Information Statement of Amrize Ltd, dated June 2, 2025, incorporated herein by reference to Exhibit 99.1 to Current Report on Form 8-K, filed by Amrize Ltd with the SEC on June 2, 2025.
(https://www.sec.gov/Archives/edgar/data/2035989/000114036125020994/ny20033749x12_ex99-1.htm)

99.3 Evidence of Signature Authority with respect to Schweizerische Cement-Industrie-Aktiengesellschaft

99.4 Evidence of Signature Authority with respect to Cimcap AG

99.5 Limited Power of Attorney of Thomas Schmidheiny, dated as of June 26, 2025.

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.

Thomas Schmidheiny

Signature: /s/ Thomas Schmidheiny

Name/Title: Thomas Schmidheiny

Date: 06/26/2025

Schweizerische
Aktiengesellschaft

Cement-Industrie-

Signature: /s/ Thomas Schmidheiny

Name/Title: Thomas Schmidheiny / Chairperson of the Board

Date: 06/26/2025

Cimcap AG

Signature: /s/ Thomas Schmidheiny

Name/Title: Thomas Schmidheiny / Chairperson of the Board

Date: 06/26/2025

SCHEDULE I**Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of SCIA and Cimcap**

In accordance with the provisions of General Instruction C to Schedule 13D, the name of each director, executive officer, if applicable, or other person controlling Schweizerische Cement-Industrie-Aktiengesellschaft (“**SCIA**”) and Cimcap AG (“**Cimcap**”), together with their citizenship and present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) is set forth below.

Unless otherwise indicated, the business address of each director and executive officer is Zürcherstrasse 156, 8645 Rapperswil-Jona, Switzerland.

SCHWEIZERISCHE CEMENT-INDUSTRIE-AKTIENGESELLSCHAFT**DIRECTORS**

<u>Name</u>	<u>Present Principal Occupation or Employment and Name and Principal Address of Corporation in which Employment is Conducted</u>	<u>Citizenship</u>
Thomas Schmidheiny	Chairperson of the Board of Schweizerische Cement-Industrie-Aktiengesellschaft	Swiss
Dieter Spälti	Director of of Schweizerische Cement-Industrie-Aktiengesellschaft	Swiss
Marc Schmidheiny	Managing Partner, DCM, Schönhauser Allee 8, 10119 Berlin, Germany	Swiss
Zeno Staub	Self employed consultant	Swiss
Meret Schmidheiny	CEO, Lammco Ltd	Swiss
Reto Suter	CFO, Siegfried, Untere Brühlstrasse 4, 4800 Zofingen, Switzerland	Swiss

EXECUTIVE OFFICERS

<u>Name</u>	<u>Present Principal Occupation or Employment</u>	<u>Citizenship</u>
Ilias Läber	CEO, Spectrum Value Management Ltd.	Swiss
Sascha Burger	CFO, Spectrum Value Management Ltd.	Swiss

CIMCAP AG**DIRECTORS**

<u>Name</u>	<u>Present Principal Occupation or Employment and Name and Principal Address of Corporation in which Employment is Conducted</u>	<u>Citizenship</u>
Thomas Schmidheiny	Chairperson of the Board of Schweizerische Cement-Industrie-Aktiengesellschaft	Swiss
Ilias Läber	CEO, Spectrum Value Management Ltd.	Swiss

JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)(1)

Each of the undersigned hereby agrees that the Schedule 13D, dated June 26, 2025, with respect to the ordinary shares, par value \$0.01 per share, of Amrize Ltd, a Swiss corporation (the "Schedule 13D") is, and any and all subsequent amendments thereto shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Joint Filing Agreement shall be included as an exhibit to the Schedule 13D and any amendments thereto. Each of the undersigned agrees to be responsible for the timely filing of any amendments to the Schedule 13D, and for the completeness and accuracy of the information concerning itself contained therein, but shall not be responsible for the completeness and accuracy of the information concerning any other party hereto or thereto, except to the extent that it knows or has reason to believe that such information is inaccurate. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Joint Filing Agreement has been executed and delivered by each of the undersigned as of June 26, 2025.

THOMAS SCHMIDHEINY

By: /s/ Thomas Schmidheiny
Name Thomas Schmidheiny

SCHWEIZERISCHE CEMENT-INDUSTRIE-AKTIENGESELLSCHAFT

By: /s/ Thomas Schmidheiny
Name Thomas Schmidheiny
Title: Chairperson of the Board

CIMCAP AG

By: /s/ Thomas Schmidheiny
Name Thomas Schmidheiny
Title: Chairperson of the Board



Evidence of Signature Authority

Commercial register of canton St. Gallen

Company No. CHE-102.687.968	Legal form Limited or Corporation	Registered 10.07.2006	Struck off	Transfer CH-160.3.001.451-5 from: to:	1
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Valid inscriptions only

Ent	Ca	Registered name	Ref	Registered office
5		Schweizerische Cement-Industrie-Aktiengesellschaft	0	Glarus
5		(Swiss Cement-Industry-Corporation)	2	Rapperswil-Jona

Ent	Mo	Ca	Personal details	Role	Signing authority
	2		Schmidheiny, Dr.h.c. Thomas, von Balgach und Pagig, in Jona (Rapperswil-Jona)	chairperson of the board	individual signing authority
	6		Spälti, Dr. Dieter, von Netstal und Hettlingen, in Nürensdorf	member of the board	joint signing authority (any two to sign)
10			Burger, Sascha, von Freienwil, in Möriken AG (Möriken-Wildegg)		limited joint signing authority (any two to sign)
	12		KPMG AG (CHE-255.496.640), in St. Gallen	auditor	
12			Läber, Dr. Ilias, von Döttingen, in Oberwil-Lieli		joint signing authority (any two to sign)
13			Altorfer, Peter, von Zürich, in Küsnacht ZH	member of the board	joint signing authority (any two to sign)
13			Schmidheiny, Marc, von Balgach, in Berlin (DE)	member of the board	joint signing authority (any two to sign)
	14		Schmidheiny, Meret, von Balgach, in Pfäffikon SZ (Freienbach)	member of the board	joint signing authority (any two to sign)

Evidence of Signature Authority



Commercial register of canton St. Gallen

Company No. CHE-259.132.013	Legal form Limited or Corporation	Registered 01.07.2022	Struck off	Transfer CH-320.3.094.663-4 from: to:	1
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Valid inscriptions only

Ent	Ca	Registered name	Ref	Registered office
1		Cimcap AG	1	Rapperswil-Jona
1		(Cimcap SA) (Cimcap Ltd)		

Ent	Mo	Ca	Personal details	Role	Signing authority
1			Schmidheiny, Dr. Thomas, von Balgach und Arosa, in Jona (Rapperswil-Jona)	chairperson of the board	individual signing authority
1			Läber, Dr. Ilias, von Döttingen, in Oberwil-Lieli	member of the board	joint signing authority (any two to sign)
1			KPMG AG (CHE-255.496.640), in St. Gallen	auditor	limited joint signing authority (any two to sign)
1			Burger, Sascha, von Freienwil, in Möriken AG (Möriken-Wildegg)		limited joint signing authority (any two to sign)
1			Reber, Christian, von Zürich, in Zürich		limited joint signing authority (any two to sign)

LIMITED POWER OF ATTORNEY

The undersigned does hereby make, constitute, and appoint each of Christian Reber and Sascha Burger, acting individually with full power of substitution, as the undersigned's true and lawful attorney-in-fact, to act for the undersigned and in the undersigned's name, place and stead, to:

(a) prepare, execute, deliver, and file, for and on behalf of the undersigned, including in the undersigned's capacity as a director, officer or authorized person of Schweizerische Cement-Industrie-Aktiengesellschaft, Cimcap AG or any of their respective subsidiaries, any and all agreements, forms and other documents, and any amendments thereto, that may be required as a result of or in connection with the undersigned's obligations (or the obligations of Schweizerische Cement-Industrie-Aktiengesellschaft, Cimcap AG or any of their respective subsidiaries) under the Securities Exchange Act of 1934 (the "1934 Act"), as amended, including Sections 13 and 16 thereunder, or any other U.S. federal or state securities laws;

(b) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any federal and state securities laws filings, including Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13(d) and 16(a) of the 1934 Act, to complete and execute any amendment or amendments thereto, and to timely file such forms with the U.S. Securities and Exchange Commission and the securities administrators of any state or territory of the United States; and

(c) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Any agreement, form or other document executed in the name of the undersigned by any attorney-in-fact named above in accordance with this Limited Power of Attorney shall fully bind and commit the undersigned and all other parties to such documents may rely upon the execution thereof by such attorney-in-fact as if executed by the undersigned and as the true and lawful act of the undersigned, and the undersigned hereby ratifies and confirms all that any such attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities (or the responsibilities of Schweizerische Cement-Industrie-Aktiengesellschaft, Cimcap AG or any of their respective subsidiaries) to comply with U.S. federal and state securities laws.

This Limited Power of Attorney shall automatically terminate as to the authority of any attorney-in-fact named above in the event of such attorney-in-fact's resignation or termination as an officer or employee of Schweizerische Cement-Industrie-Aktiengesellschaft, Cimcap AG or any of their respective subsidiaries; however, any such resignation or termination shall have no effect on any agreement, form or other document duly executed by such attorney-in-fact prior to such resignation or termination. In addition, the undersigned may terminate or revoke this Limited Power of Attorney at any time; provided that such termination shall have no effect on any agreement, form or other document duly executed by any attorney-in-fact hereunder prior to such termination or revocation.

IN WITNESS WHEREOF, this Limited Power of Attorney has been executed and delivered by the undersigned as of June 26, 2025.

/s/ Thomas Schmidheiny
THOMAS SCHMIDHEINY