

YPF SOCIEDAD ANONIMA

Form SC 13G/A

February 14, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

YPF Sociedad Anónima (the “Issuer”)

(Name of Issuer)

Class D Common Shares, par value 10 pesos per share (“Class D Shares”)

American Depositary Shares, Each Representing One Class D Share (“ADSs”)

(Title of Class of Securities)

P9897X131 (Class D Shares); 984245100 (ADSs)

(CUSIP Number)

December 31, 2013

(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)

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).

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 2 of 16 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Carlos Slim Helú

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

7 SOLE DISPOSITIVE POWER
- 0 -

8 SHARED DISPOSITIVE POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))

12 TYPE OF REPORTING PERSON*
IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

¹ Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 3 of 16 Pages

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Carlos Slim Domit
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

7 SOLE DISPOSITIVE POWER
7 - 0 -

8 SHARED DISPOSITIVE POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))

12 TYPE OF REPORTING PERSON*
IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

¹ Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 4 of 16 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Marco Antonio Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

7 SOLE DISPOSITIVE POWER
7 - 0 -

8 SHARED DISPOSITIVE POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))

12 TYPE OF REPORTING PERSON*
IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

¹ Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 5 of 16 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

1 Patrick Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5** - 0 -

6 SHARED VOTING POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

7 SOLE DISPOSITIVE POWER
- 0 -

8 SHARED DISPOSITIVE POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))

12 TYPE OF REPORTING PERSON*
IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

¹ Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 6 of 16 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
María Soumaya Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

7 SOLE DISPOSITIVE POWER
7 - 0 -

8 SHARED DISPOSITIVE POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))

12 TYPE OF REPORTING PERSON*
IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

¹ Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 7 of 16 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Vanessa Paola Slim Domit

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

7 SOLE DISPOSITIVE POWER
- 0 -

8 SHARED DISPOSITIVE POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))

12 TYPE OF REPORTING PERSON*
IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

¹ Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 8 of 16 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Johanna Monique Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

7 SOLE DISPOSITIVE POWER
- 0 -

8 SHARED DISPOSITIVE POWER
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,150,394 ADSs (representing 32,150,394 Class D Shares)¹ (See Item 4(c))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))

12 TYPE OF REPORTING PERSON*
IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

¹ Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 9 of 16 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

1 **Inmobiliaria Carso, S.A. de C.V.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
México

NUMBER OF **5** SOLE VOTING POWER
SHARES **- 0 -**

BENEFICIALLY **6** SHARED VOTING POWER
OWNED BY **9,775,000 ADSs (representing 9,775,000 Class D Shares)¹ (See Item 4(c))**

EACH **7** SOLE DISPOSITIVE POWER
REPORTING **- 0 -**

PERSON WITH **8** SHARED DISPOSITIVE POWER
9,775,000 ADSs (representing 9,775,000 Class D Shares)¹ (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
9,775,000 ADSs (representing 9,775,000 Class D Shares)¹ (See Item 4(c))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
**2.5% of the total Class D Shares outstanding (the 9,775,000 ADSs representing
9,775,000 Class D Shares) (See Item 4(b))**

12 TYPE OF REPORTING PERSON*
HC

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

¹ Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 10 of 16 Pages

NAMES OF REPORTING
PERSONS
I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
(ENTITIES ONLY)

1 **Grupo Financiero Inbursa,**
S.A.B. de C.V.
CHECK THE
APPROPRIATE BOX IF A
2 MEMBER OF A GROUP*
(a)
(b)
3 SEC USE ONLY
CITIZENSHIP OR PLACE
4 OF ORGANIZATION
México

NUMBER **5** SOLE VOTING POWER
OF **- 0 -**

SHARES
BENEFICIALLY **6** SHARED VOTING POWER
OWNED BY **22,375,394 ADSs (representing 22,375,394 Class D Shares)¹ (See Item 4(c))**

EACH
REPORTING **7** SOLE DISPOSITIVE POWER
- 0 -

PERSON WITH **8** SHARED DISPOSITIVE POWER
22,375,394 ADSs (representing 22,375,394 Class D Shares)¹ (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
22,375,394 ADSs (representing 22,375,394 Class D Shares)¹ (See Item 4(c))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11 **5.7% of the total Class D Shares outstanding (the 22,375,394 ADSs representing
22,375,394 Class D Shares) (See Item 4(b))**

12 TYPE OF REPORTING PERSON*
HC

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

¹ Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 11 of 16 Pages

Item

1.

Name of Issuer:

(a)

YPF Sociedad Anónima (the "Issuer")

Address of Issuer's Principal Executive Offices:

Address of Issuer's Principal Executive Offices:

(b)

Macacha Güemes 515

C1106BKK Ciudad Autónoma de Buenos Aires, Argentina

Item

2.

(a) **Name of Persons Filing:**

This statement is filed pursuant to Rule 13d-2(b) under the U.S. Securities Exchange Act of 1934, as amended (the "Act"), by the persons listed below (the "Reporting Persons").

(1)

Carlos Slim Helú, Carlos Slim Domit, Marco Antonio Slim Domit, Patrick Slim Domit, María Soumaya Slim Domit, Vanessa Paola Slim Domit and Johanna Monique Slim Domit (collectively, the "Slim Family"). The members of the Slim Family are beneficiaries of a Mexican trust which in turn owns all of the outstanding voting securities of Inmobiliaria Carso, S.A. de C.V. ("Inmobiliaria"). The Slim Family also owns a majority of the outstanding voting equity securities of Grupo Financiero Inbursa, S.A.B. de C.V. ("GFI").

(2)

Inmobiliaria, a *sociedad anónima de capital variable* organized under the laws of the United Mexican States ("Mexico"), is a holding company with portfolio investments in various companies.

(3)

GFI, a *sociedad anónima bursátil de capital variable* organized under the laws of Mexico, is a financial services holding company. GFI owns the majority of the outstanding voting equity securities of several financial institutions organized in Mexico, including a broker-dealer, a bank, an insurance company and a surety bonding company.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 12 of 16 Pages

Address of Principal Business Office:

(i) The principal business address for each member of the Slim Family is:

Paseo de las Palmas 736
Colonia Lomas de Chapultepec
11000 México D.F.
México

(ii) Inmobiliaria's principal business address is:

(b) Lago Zurich 245
Presa Falcon, Piso 20
Colonia Granada Ampliación
11529 México D.F.
México

(iii) GFI's principal business address is:

Paseo de las Palmas 750

Colonia Lomas de Chapultepec
11000 México D.F.

México

Citizenship:

(c) Each member of the Slim Family is a Mexican citizen and each of Inmobiliaria and GFI is a Mexican corporation.

Title of Class of Securities:

(d) Class D Common Shares, par value 10 pesos per share ("Class D Shares") and American Depositary Shares, each representing one Class D Share ("ADSs")

CUSIP Number:

(e) P9897X131 (Class D Shares); 984245100 (ADSs)

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;

- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 13 of 16 Pages

- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act; or
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Amount Beneficially Owned:

- As of the date of this filing, (i) Inmobiliaria, directly or indirectly, owns 9,775,000 ADSs, representing 9,775,000 Class D Shares, and (ii) the Slim Family, which are beneficiaries of a Mexican trust that in turn owns all of the issued and outstanding voting equity securities of Inmobiliaria, may be deemed to beneficially own indirectly the ADSs beneficially owned, directly or indirectly, by
- (a) Inmobiliaria.

As of the date of this filing, (i) GFI, directly or indirectly, owns 22,375,394 ADSs, representing 22,375,394 Class D Shares, and (ii) the Slim Family, which owns a majority of the outstanding voting equity securities of GFI, may be deemed to beneficially own indirectly the ADSs beneficially owned, directly or indirectly, by GFI.

(b) **Percent of Class:**

The Class D Shares beneficially owned by the Slim Family constitute approximately 8.2% of the 393,260,983 issued and outstanding Class D Shares, as reported in the Form 20-F filed by the Issuer with the Securities and Exchange Commission on April 26, 2013.

The Class D Shares beneficially owned by Inmobiliaria constitute approximately 2.5% of the 393,260,983 issued and outstanding Class D Shares, as reported in the Form 20-F filed by the Issuer with the Securities and Exchange Commission on April 26, 2013.

The Class D Shares beneficially owned by GFI constitute approximately 5.7% of the 393,260,983 issued and outstanding Class D Shares, as reported in the Form 20-F filed by the Issuer with the Securities and Exchange Commission

on April 26, 2013.

(c) **Number of shares as to which such person has:**

(i) Sole power to vote or to direct the vote: -0-

Shared power to vote or to direct the vote:

As to the Slim Family: 32,150,394 Class D Shares

(ii)

As to Inmobiliaria: 9,775,000 Class D Shares

As to GFI: 22,375,394 Class D Shares

(iii) Sole power to dispose or to direct the disposition of: -0-

Shared power to dispose or direct the disposition of:

As to the Slim Family: 32,150,394 Class D Shares

(iv)

As to Inmobiliaria: 9,775,000 Class D Shares

As to GFI: 22,375,394 Class D Shares

