

# CELANESE CORP

## **FORM 8-K** (Current report filing)

Filed 09/08/10 for the Period Ending 09/07/10

Address	222 W. LAS COLINAS BLVD., SUITE 900N IRVING, TX, 75039-5421
Telephone	972-443-4000
CIK	0001306830
Symbol	CE
SIC Code	2820 - Plastic Material, Synthetic Resin/Rubber, Cellulos (No Glass)
Industry	Commodity Chemicals
Sector	Basic Materials
Fiscal Year	12/31



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) : September 7, 2010

**CELANESE CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of incorporation)

**001-32410**

(Commission File Number)

**98-0420726**

(IRS Employer Identification No.)

**1601 West LBJ Freeway, Dallas, Texas 75234-6034**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(972) 443-4000**

**Not Applicable**

(Former name or former address, if changed since last report):

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01 Regulation FD Disclosure.**

On September 7, 2010, Celanese Corporation (the “Company”) issued a press release announcing that its wholly-owned subsidiary, Celanese US Holdings LLC (the “Issuer”), intends to offer, pursuant to an exemption from registration under the Securities Act of 1933, as amended, approximately \$400 million in aggregate principal amount of senior unsecured notes due 2018. The Company intends to use the net proceeds from the offering to retire existing senior secured credit facility indebtedness. A copy of the press release is attached to this Current Report on Form 8-K (“Current Report”) as Exhibit 99.1 and is incorporated herein by reference solely for purposes of this Item 7.01 disclosure.

On September 7, 2010, the Company also issued a press release announcing that the Issuer is seeking the consent of lenders to amend its existing senior credit facility, which consists of \$2,280 million of US dollar-denominated and €400 million of Euro-denominated term loans due 2014, a \$600 million revolving credit facility terminating in 2013 and a \$228 million credit-linked revolving facility terminating in 2014. The proposed amendment would, among other things, amend certain terms and conditions of the credit facilities and extend (i) the maturity of a portion of the existing term loans to October 2016 and (ii) the maturity of a portion of the existing revolving credit facilities to October 2015. A copy of the press release is attached to this Current Report as Exhibit 99.2 and is incorporated herein by reference solely for purposes of this Item 7.01 disclosure.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated September 7, 2010*
99.2	Press Release dated September 7, 2010*

\* In connection with the disclosure set forth in Item 7.01, the information in this Current Report, including the exhibits attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section. The information in this Current Report, including the exhibits, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act, regardless of any incorporation by reference language in any such filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

## **SIGNATURES**

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

### **Celanese Corporation**

By: /s/ Alexander M Ludlow  
Name: Alexander M Ludlow  
Title: Senior Counsel  
and Assistant Corporate Secretary

Date: September 7, 2010

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## Exhibit Index

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99.2	Press Release dated September 7, 2010*

- \* In connection with the disclosure set forth in Item 7.01, the information in this Current Report, including the exhibits attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section. The information in this Current Report, including the exhibits, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act, regardless of any incorporation by reference language in any such filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.



**Celanese Corporation**  
1601 West LBJ Freeway  
Dallas, Texas 75234-6034

## EXHIBIT 99.1

### **Celanese Corporation Announces Senior Unsecured Notes Offering**

DALLAS, September 7, 2010 --- Celanese Corporation (NYSE: CE) (the "Company") today announced that its wholly-owned subsidiary, Celanese US Holdings LLC (the "Issuer"), intends to offer approximately \$400 million in aggregate principal amount of senior unsecured notes due 2018 (the "Notes"). The Notes will be senior unsecured obligations of the Issuer. The Company intends to use the net proceeds from the offering to retire existing senior secured credit facility indebtedness.

The Company will make the offering pursuant to an exemption under the Securities Act of 1933, as amended (the "Securities Act"). The initial purchasers will offer the Notes only to qualified institutional buyers in reliance on Rule 144A of the Securities Act, or outside the United States to certain persons in reliance on Regulation S under the Securities Act. The Notes will not be registered under the Securities Act or applicable state securities laws and may not be offered or sold in the United States absent registration under such laws or applicable exemptions from such registration requirements.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the offered Notes, nor shall there be any sales of Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

#### **Contact:**

#### **Investor Relations**

Andy Green  
Phone: +1 972 443 4965  
Telefax: +1 972 443 8519  
[Andy.Green@celanese.com](mailto:Andy.Green@celanese.com)

#### **Forward-Looking Statements**

*This release may contain "forward-looking statements," which include information concerning the company's plans, objectives, goals, strategies, future revenues or performance, capital expenditures, financing needs and other information that is not historical information. When used in this release, the words "will," "intends," "expects," "outlook," "forecast," "estimates," "anticipates," "projects," "plans," "believes," and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements are based upon current expectations and beliefs and various assumptions. There can be no assurance that the company will realize these expectations or that these beliefs will prove correct. The company's ability to successfully complete the transactions referred to in this press release is subject to numerous factors and contingencies, many of which are beyond the company's control. These include local and national economic, credit and capital market conditions, including prevailing interest rates; legal and regulatory developments, including changes to tax rates, applicable securities regulations or accounting standards; and geopolitical conditions, including the occurrence of acts of war or terrorist incidents or natural disasters. Any of these factors or others not named herein could cause the company to abandon the referenced transactions or cause the company's actual results to differ materially from those expressed as forward-looking statements. In addition, other risk factors that could cause actual results to differ materially from the forward-looking statements contained in this release include those that are discussed in the company's filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date on which it is made, and the company undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date on which it is made or to reflect the occurrence of anticipated or unanticipated events or circumstances.*



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## EXHIBIT 99.2

### **Celanese Corporation Proposes Amendment to Senior Credit Facility**

DALLAS, September 7, 2010 --- Celanese Corporation (NYSE: CE) (the "Company"), a leading global technology and specialty materials company, today announced that its wholly-owned subsidiary, Celanese US Holdings LLC, is seeking the consent of lenders to amend its existing senior credit facility, which consists of \$2,280 million of US dollar-denominated and €400 million of Euro-denominated term loans due 2014, a \$600 million revolving credit facility terminating in 2013 and a \$228 million credit-linked revolving facility terminating in 2014. The proposed amendment would, among other things, amend certain terms and conditions of the credit facilities and extend (i) the maturity of a portion of the existing term loans to October 2016 and (ii) the maturity of a portion of the existing revolving credit facilities to October 2015, in each case a two and one-half year maturity extension. The Company also intends to repay approximately \$200 million of its term loans using cash on hand.

The extended facilities will be subject to modified interest rates. Pursuant to the terms of the existing credit facility, a majority of all lenders is needed to approve the proposed amendment and each revolving and term lender must determine whether or not to extend the maturity of its individual commitments. The Company expects to complete the amendment and extension in late September 2010, subject to meeting customary conditions.

Deutsche Bank Securities Inc. and Banc of America Securities LLC are serving as Joint Lead Arrangers and Joint Book Runners on the transaction.

In addition, as part of its ongoing management of interest rate risk, on August 27, 2010, the Company entered into a new, two-year, \$1.1 billion US dollar-denominated (notional) forward swap agreement effective January 2012. The new swap agreement fixes LIBOR at 1.71% for 2012 and 2013. Celanese has \$1.4 billion of US dollar-denominated interest rate swaps that will expire in January of 2012, which currently fix LIBOR at 4.32%.

#### **Contact:**

#### **Investor Relations**

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#### **About Celanese**

*Celanese Corporation is a global technology leader in the production of specialty materials and chemical products which are used in most major industries and consumer applications. Our products, essential to everyday living, are manufactured in North America, Europe and Asia. Known for operational excellence, sustainability and premier safety performance, Celanese delivers value to customers around the globe with best-in-class technologies. Based in Dallas, Texas, the company employs approximately 7,200 employees worldwide and had 2009 net sales of \$5.1 billion, with approximately 73% generated outside of North America. For more information about Celanese Corporation and its global product offerings, visit [www.celanese.com](http://www.celanese.com).*

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*or accounting standards; and geopolitical conditions, including the occurrence of acts of war or terrorist incidents or natural disasters. Any of these factors or others not named herein could cause the company to abandon the referenced transactions or cause the company's actual results to differ materially from those expressed as forward-looking statements. In addition, other risk factors that could cause actual results to differ materially from the forward-looking statements contained in this release include those that are discussed in the company's filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date on which it is made, and the company*



*undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date on which it is made or to reflect the occurrence of anticipated or unanticipated events or circumstances.*