

**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): **October 18, 2023 (October 18, 2023)**

**CELANESE CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**

**001-32410**

**98-0420726**

(State or other jurisdiction  
of incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

**222 West Las Colinas Blvd. Suite 900N, Irving, TX 75039**  
(Address of Principal Executive Offices) (Zip Code)

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

**N/A**

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.0001 per share	CE	The New York Stock Exchange
1.250% Senior Notes due 2025	CE /25	The New York Stock Exchange
4.777% Senior Notes due 2026	CE /26A	The New York Stock Exchange
2.125% Senior Notes due 2027	CE /27	The New York Stock Exchange
0.625% Senior Notes due 2028	CE /28	The New York Stock Exchange
5.337% Senior Notes due 2029	CE /29A	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On October 18, 2023, the Board of Directors (the "Board") of Celanese Corporation (the "Company") increased the size of the Board from ten to eleven members and elected Ganesh Moorthy as a director of the Company.

Mr. Moorthy has been elected to serve on the Board until the Company's 2024 Annual Meeting of Shareholders, at which time he will be a nominee for election by the Company's shareholders. Initially, Mr. Moorthy will serve as a member of the Audit Committee and the Nominating and Corporate Governance Committee.

The Board has determined that Mr. Moorthy (a) is an independent director within the meaning of the Securities Exchange Act of 1934, as amended, rules and regulations promulgated by the U.S. Securities and Exchange Commission (the "SEC") thereunder, and the listing standards of the New York Stock Exchange (the "NYSE"), (b) qualifies as an "audit committee financial expert" pursuant to the rules of the SEC and has "accounting or related financial management expertise" pursuant to the listing standards of the NYSE and (c) is not related to any officer or director of the Company nor is he a party to any transactions or relationships with the Company and its subsidiaries that require disclosure under Item 404(a) of Regulation S-K.

Mr. Moorthy will be compensated in accordance with the Company's compensation practices for non-management directors. The components of this program were disclosed by the Company in its proxy statement filed with the SEC on March 9, 2023. Accordingly, he will receive a cash retainer and an initial grant of time-vested restricted stock units, to be pro-rated accordingly from the effective date of his election. Mr. Moorthy will also be reimbursed for expenses incurred on behalf of the Company, in accordance with Company policy.

There are no arrangements or understandings between Mr. Moorthy and any other person pursuant to which he was elected as director.

On October 18, 2023, the Company issued a press release announcing the election of Mr. Moorthy, a copy of which is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) The following exhibits are being furnished herewith:

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release dated October 18, 2023</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document contained in Exhibit 101)

## 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/ MICHAEL R. SULLIVAN  
Name: Michael R. Sullivan  
Title: Vice President, Deputy General Counsel and Assistant Corporate Secretary

Date: October 18, 2023



**Celanese Corporation**  
222 West Las Colinas Blvd.  
Suite 900N  
Irving, Texas 75039

## **Ganesh Moorthy Elected to Celanese Board of Directors**

**DALLAS** (October 18, 2023) - Celanese Corporation (NYSE: CE), a global chemical and specialty materials company, today announced that Ganesh Moorthy has been elected to the company's Board of Directors. Mr. Moorthy, 63, is President, Chief Executive Officer, and a member of the Board of Directors of Microchip Technology Incorporated. He will join the Celanese Board effective December 1, 2023, bringing the total number of Board members to eleven (ten of which are independent).

Microchip Technology Incorporated is a leading provider of smart, connected and secure embedded control solutions. Prior to his appointment as CEO and Board Member, Mr. Moorthy served as Microchip's President and Chief Operating Officer (2016 - 2021), Chief Operating Officer (2009 - 2016), Executive Vice President (2006 - 2009) and Vice President of several Microchip divisions (2001 - 2006). Previously, he served in various executive capacities with other semiconductor companies. Mr. Moorthy currently serves on the Board of Rogers Corporation (since July 2013) and serves on its Audit Committee and as the Chairperson of its Nominating, Governance, and Sustainability Committee.

Mr. Moorthy holds an M.B.A. in Marketing from National University, a B.S. degree in Electrical Engineering from the University of Washington and a B.S. degree in Physics from the University of Bombay, India.

"We are very excited to welcome Ganesh to the Celanese Board, where his executive leadership experience and deep perspective into the high-technology sector and complex global manufacturing operations will be invaluable to our Board and our strategy," said Lori Ryerkerk, Chair, Chief Executive Officer and President, Celanese Corporation. "His proven ability to drive growth at Microchip, through both organic investment decisions and integrating large acquisitions, will add strength to our Board as we execute on our key strategies going forward."

Mr. Moorthy will stand for re-election at the 2024 Annual Meeting of Shareholders.

### **About Celanese**

*Celanese Corporation is a global chemical leader in the production of differentiated chemistry solutions and specialty materials used in most major industries and consumer applications. Our businesses use the full breadth of Celanese's global chemistry, technology and commercial expertise to create value for our customers, employees, shareholders and the corporation. As we partner with our customers to solve their most critical business needs, we strive to make a positive impact on our communities and the world through The Celanese Foundation. Based in Dallas, Celanese employs approximately 13,000 employees worldwide and had 2022 net sales of \$9.7 billion. For more information about Celanese Corporation and its product offerings, [www.celanese.com](http://www.celanese.com).*

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