

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): **January 16, 2025 (January 14, 2025)**

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.)

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

On January 14, 2024, Celanese Corporation (the “Company”) appointed Todd Elliott as Senior Vice President, Engineered Materials, effective as of February 3, 2025, to succeed Thomas Kelly, who is stepping down on January 31, 2025 and will serve in a transition role through March 10, 2025.

The Company expects to enter into a separation agreement (“Separation Agreement”) with Mr. Kelly pursuant to which he will receive severance benefits in accordance with and under the Company’s Designated Roles Member Severance Benefits Plan.

The foregoing description of the Separation Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Separation Agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending March 31, 2025.

On January 16, 2025, the Company issued a press release announcing these leadership changes, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are being furnished herewith:

Exhibit Number	Description
99.1	Press Release dated January 16, 2025
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/ Ashley B. Duffie

Name: Ashley B. Duffie

Title: Senior Vice President, General Counsel and Corporate Secretary

Date: January 16, 2025

News Release



Celanese Corporation
222 West Las Colinas Blvd
Irving, Texas 75039

Celanese Announces New Leadership Appointment to Drive Growth and Profitability

Todd Elliott Rejoins Celanese to Lead Engineered Materials

January 16, 2025 – Celanese Corporation (NYSE: CE), a global chemical and specialty materials company, today announced a new addition to its Executive Leadership Team (ELT).

Todd Elliott, a proven executive who retired from Celanese in 2020 as Senior Vice President (SVP) and head of the Acetyls business, will return to the Company as SVP to lead the Engineered Materials (EM) business, effective February 3, 2025. Elliott will succeed Tom Kelly, who is stepping down as SVP, Engineered Materials and will serve in a transition role through March 10, 2025.

Elliott had a diverse and successful career with Celanese, progressing through multiple leadership roles in Business, Sales and Corporate Development. In addition to leading the Acetyls business, he oversaw the Acetate Tow business, the company’s European regional center, and commercial operations of the EM business. While head of global sales for EM, he was instrumental in launching the customer project pipeline model which has been foundational for the Company’s focus on value creation.

For the last five years, Elliott has been an independent consultant to clients in the chemicals and polymers industry, providing advisory services related to M&A, financial and operational analysis, end-use applications and commercial go-to-market strategies.

“Celanese will benefit from Todd’s deep industry knowledge, track record of success and fresh perspectives, which make him uniquely well-suited to lead the Engineered Materials business at this time,” said Scott Richardson, President and CEO. “His engineered polymer experience, extensive history with our operating models, and understanding of our customers and end-use markets will allow Todd to hit the ground running. The Celanese Board of Directors and management team are confident he is the right leader to enhance operational efficiency, strengthen our competitive position and drive improved growth and profitability.”

“I want to thank Tom for his service to Celanese over the last six years, and over the next few months to facilitate a smooth leadership transition.”

Richardson concluded, “I am confident we are taking the right steps to meet the challenges ahead. Under the direction of the Board, we are taking bold actions and moving with urgency to strengthen the Company’s competitive position and deliver the performance our employees, customers, and shareholders expect. This includes aggressively reducing our cost structure to match demand conditions, continuing our relentless focus on deploying capital to deleverage the balance sheet, and prudently reducing risk in our capital structure. This work will position Celanese for significant upside potential, drive free cash flow and create sustained value for shareholders.”

About Todd Elliott

Todd Elliott joined Celanese in 1987 in a district sales role. He quickly rose through increasing leadership opportunities in regional sales, business analysis, investor relations, and corporate development. He led the Acetate Tow business before becoming SVP of global sales for both Acetyls and EM in 2016. In 2017, he became SVP and global commercial leader for EM and head of Celanese Europe until 2018. At that time, he was elevated to SVP of Acetyls and is credited with transforming the Acetyls operating model to a differentiated focus on downstream derivatives optionality that has redefined the value of the Acetyls business. Elliott earned his undergraduate degree at Westminster College and his MBA at Fontbonne University.

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About Celanese

Celanese is a global leader in chemistry, producing specialty material solutions used across most major industries and consumer applications. Our businesses use our chemistry, technology and commercial expertise to create value for our customers, employees and shareholders. We support sustainability by responsibly managing the materials we create and growing our portfolio of sustainable products to meet customer and societal demand. We strive to make a positive impact in our communities and to foster inclusivity across our teams. Celanese is a Fortune 500 company that employs approximately 12,400 employees worldwide with 2023 net sales of \$10.9 billion.

Forward-Looking Statements

This release may contain “forward-looking statements,” which include information concerning the company’s plans, objectives, goals, strategies, future financial and other performance, expected future costs and other information that is not historical information. When used in this release, the words “outlook,” “forecast,” “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “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. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements contained in this release. Numerous factors, many of which are beyond the company’s control, could cause actual results to differ materially from those expressed as forward-looking statements, including those factors addressed in the Company’s November 4, 2024, earnings press release furnished as Exhibit 99.1 to the Company’s Items 2.02 and 9.01 Form 8-K dated November 4, 2024 and those factors discussed under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 and other filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date it is made, and the Company undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date the statement is made or to reflect the occurrence of anticipated or unanticipated events or circumstances.

Celanese Contacts:

Investor Relations	Media Relations – Global
Bill Cunningham	Brian Bianco
+1 972 443 4730	+1 972 443 4400
william.cunningham@celanese.com	media@celanese.com