

CELANESE CORP

FORM 8-K (Current report filing)

Filed 11/18/05 for the Period Ending 11/14/05

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

CELANESE CORP

FORM 8-K (Unscheduled Material Events)

Filed 11/18/2005 For Period Ending 11/14/2005

Address	1601 W. LBJ FREEWAY DALLAS, Texas 75234
Telephone	972-443-4000
CIK	0001306830
Fiscal Year	12/31

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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): NOVEMBER 14, 2005

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) 901-4500

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))

Item 1.01 Entry into a Material Definitive Agreement

On November 14, 2005, Celanese Corporation and Blackstone Crystal Holdings Capital Partners (Cayman) Ltd. 1, Blackstone Capital Partners (Cayman) Ltd. 2, Blackstone Capital Partners (Cayman) Ltd. 3, together with their respective successors and permitted assigns, and BA Capital Investors Sidecar Fund, L.P., entered into Amendment No. 1 (the "Amendment") to the Third Amended and Restated Shareholders' Agreement (the "Shareholders Agreement") to extend the conditional expiration date of the Shareholders Agreement from November 15, 2005 to December 15, 2005. The Amendment is filed as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit Number	Description
99.1	Amendment No. 1 to the Third Amended and Restated Shareholders' Agreement dated November 14, 2005

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/ John J. Gallagher III

Name: John J. Gallagher III
Title: Executive Vice President and
Chief Financial Officer

Date: November 17, 2005

EXHIBIT INDEX

Exhibit Number	Description
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AMENDMENT NO. 1 TO THE THIRD AMENDED AND RESTATED SHAREHOLDERS' AGREEMENT

This Amendment No 1 to the Third Amended and Restated Shareholders' Agreement, dated as of October 31, 2005, as amended (the "Agreement"), by and among Celanese Corporation, a Delaware corporation (formerly known as Blackstone Crystal Holdings Capital Partners (Cayman) IV Ltd.) (the "Company"), Blackstone Capital Partners (Cayman) Ltd. 1 ("BCP 1"), Blackstone Capital Partners (Cayman) Ltd. 2 ("BCP 2"), Blackstone Capital Partners (Cayman) Ltd. 3 ("BCP 3" and, together with BCP 1 and BCP 2 and their respective successors and Permitted Assigns, the "Blackstone Entities"), each an exempted company incorporated under the laws of the Cayman Islands, and BA Capital Investors Sidecar Fund, L.P., a Cayman Islands limited partnership ("BACI"), is made this 14th day of November 2005, by and among the Company, the Blackstone Entities and BACI. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to them in the Agreement.

WHEREAS, in connection with, and effective upon, the consummation of the Secondary Offering of the Company, the parties entered into the Agreement in order to set forth certain understandings regarding the governance of the Company and the relationship among the Company and the Shareholders;

WHEREAS, the parties desire to amend the Agreement pursuant to Section 5.7 to extend the conditional expiration date of the Agreement pending consummation of the Secondary Offering and to reaffirm the intention of the parties thereto;

NOW, THEREFORE, in consideration of the mutual promises and agreements herein made and intending to be legally bound hereby, the parties hereto agree to amend the Agreement as follows:

1. Amendment to Section 5.17. Section 5.17 of the Agreement is hereby amended by deleting the date "November 15, 2005" in the last sentence thereof and replacing in lieu of such date, the date "December 15, 2005".

2. Ratification and Confirmation of the Agreement. Except as so modified pursuant to this Amendment, the Agreement is hereby ratified and confirmed in all respects.

3. Effectiveness. This Amendment No. 1 shall be effective as of November 14, 2005.

4. Governing Law. This Amendment No. 1 shall be governed by, and construed in accordance with the laws of the State of New York.

* * *

IN WITNESS WHEREOF, each of the undersigned has executed this Agreement or caused this Agreement to be executed on its behalf as of the date first written above.

CELANESE CORPORATION

By: /s/ David N. Weidman

Name: David N. Weidman
Title: Chief Executive Officer and President

BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 1

By: /s/ Anjan Mukherjee

Name: Anjan Mukherjee
Title: Director

BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 2

By: /s/ Anjan Mukherjee

Name: Anjan Mukherjee
Title: Director

BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 3

By: /s/ Anjan Mukherjee

Name: Anjan Mukherjee
Title: Director

BA CAPITAL INVESTORS SIDECAR FUND, L.P.

By: BA Capital Management Sidecar, L.P.
Its: General Partner

By: BACM I Sidecar GP Limited
Its: General Partner

By: /s/ John Shimp

Name: John Shimp
Title: Authorized Person

End of Filing

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