

# CELANESE CORP

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

Filed 04/25/14 for the Period Ending 04/24/14

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): **April 24, 2014**

**CELANESE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**

**001-32410**

**98-0420726**

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(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**

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(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 5.07 Submission of Matters to a Vote of Security Holders.

On April 24, 2014, Celanese Corporation (the “Company”) held its 2014 Annual Meeting of Stockholders (the “Annual Meeting”). During the Annual Meeting, the Company's stockholders were asked to consider and vote upon three proposals: (1) election of four Class I Directors to the Company's Board of Directors to serve for terms that expire at the annual meeting of stockholders in 2017, or until their successors are duly elected and qualified; (2) advisory vote to approve executive compensation; and (3) ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2014.

As of the record date of February 24, 2014, there were 155,931,784 shares of the Company's Series A Common Stock issued and outstanding and entitled to be voted at the Annual Meeting, if represented. For each proposal, the stockholder voting results were as follows:

**1. Election of Directors.** Each of the Director nominees for Class I was elected to serve for a term which expires at the annual meeting of stockholders in 2017 by the votes set forth in the table below.

Nominee	Voted For	Voted Against	Abstain	Broker Non-Votes
Class I Directors:				
Jean S. Blackwell	142,046,529	109,793	75,895	4,805,292
Martin G. McGuinn	141,207,897	945,264	79,056	4,805,292
Daniel S. Sanders	142,048,878	107,223	76,116	4,805,292
John K. Wulff	136,770,776	5,382,289	79,152	4,805,292

**2. Advisory Vote to Approve Executive Compensation.** The stockholders approved, on an advisory basis, the compensation of our named executive officers, as disclosed in the Company's proxy statement for the Annual Meeting, by the votes set forth in the table below.

Voted For	Voted Against	Abstain	Broker Non-Votes
140,693,464	1,439,982	98,771	4,805,292

**3. Ratification of Appointment of Independent Registered Public Accounting Firm.** The appointment of KPMG LLP as the Company's independent registered public accounting firm for 2014 was ratified by the stockholders by the votes set forth in the table below.

Voted For	Voted Against	Abstain
146,648,840	330,891	57,778

### Item 7.01 Regulation FD Disclosure.

On April 24, 2014, the Company issued a press release announcing that its Board of Directors had approved a 39% increase in the Company's quarterly common stock cash dividend. A copy of the press release is attached to this Current Report as Exhibit 99.1 and is incorporated herein solely for purposes of this Item 7.01 disclosure.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated April 24, 2014*

\* The information in Item 7.01 of this Current Report, including Exhibit 99.1 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 Item 7.01 of this Current Report, including Exhibit 99.1 attached hereto, 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. The disclosure in Item 7.01 of this Current Report will not be deemed an admission as to the materiality of any information in such item 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/ James R. Peacock III  
Name: James R. Peacock III  
Title: Vice President, Deputy General Counsel and Corporate Secretary

Date: April 25, 2014

## INDEX TO EXHIBITS

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**Celanese Corporation**

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

## **Celanese Corporation Increases Dividend 39 Percent and Declares Quarterly Dividend Annual Dividend Now \$1.00 Per Share**

DALLAS, April 24, 2014 - Celanese Corporation (NYSE:CE), a global technology and specialty materials company, today announced that its board of directors has approved a 39 percent increase in the company's quarterly common stock cash dividend. The dividend rate increased from \$0.18 to \$0.25 per share of common stock on a quarterly basis and from \$0.72 to \$1.00 per share of common stock on an annual basis. The new dividend rate will be applicable immediately.

“Our strong cash flow generation allows us to return more cash to shareholders. Since April 2012 we have more than quadrupled the quarterly dividend rate,” said Mark Rohr, chairman and chief executive officer. “This 39 percent increase in our dividend rate results in a payout ratio of approximately 20 percent, reflecting our continued commitment to shareholder value and balanced capital deployment strategy.”

The company also declared a quarterly cash dividend of \$0.25 per share on its Series A common stock, payable on May 16, 2014.

The dividend is payable to stockholders of record as of May 5, 2014.

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*Celanese Corporation is a global technology leader in the production of differentiated chemistry solutions and specialty materials used in most major industries and consumer applications. With sales almost equally divided between North America, Europe and Asia, the company uses the full breadth of its global chemistry, technology and business expertise to create value for customers and the corporation. Celanese partners with customers to solve their most critical needs while making a positive impact on its communities and the world. Based in Dallas, Texas, Celanese employs approximately 7,400 employees worldwide and had 2013 net sales of \$6.5 billion. For more information about Celanese Corporation and its product offerings, visit [www.celanese.com](http://www.celanese.com) or our blog at [www.celaneseblog.com](http://www.celaneseblog.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. 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 results expressed or implied in the forward-looking statements contained in this release. These risks and uncertainties include, among other things: changes in general economic, business, political and regulatory conditions in the countries or regions in which we operate; the length and depth of product and industry business cycles, particularly in the automotive, electrical, textiles, electronics and construction industries; changes in the price and availability of raw materials, particularly changes in the demand for, supply of, and market prices of ethylene, methanol, natural gas, wood pulp and fuel oil and the prices for electricity and other energy sources; the ability to pass increases in raw material prices on to customers or otherwise improve margins through price increases; the ability to maintain plant utilization rates and to implement planned capacity additions and expansions; the ability to reduce or maintain their current levels of production costs and to improve productivity by implementing technological improvements to existing plants; increased price competition and the introduction of competing products by other companies; market acceptance of our technology; the ability to obtain governmental approvals and to construct facilities on terms and schedules acceptable to the company; changes in the degree of intellectual*

*property and other legal protection afforded to our products or technologies, or the theft of such intellectual property; compliance and other costs and potential disruption or interruption of production or operations due to accidents, interruptions in sources of raw materials, cyber security incidents, terrorism or political unrest or other unforeseen events or delays in construction or operation of facilities, including as a result of geopolitical conditions, the occurrence of acts of war or terrorist incidents or as a result of weather or natural disasters; potential liability for remedial actions and increased costs under existing or future environmental regulations, including those relating to climate change; potential liability resulting from pending or future litigation, or from changes in the laws, regulations or policies of governments or other governmental activities in the countries in which we operate; changes in currency exchange rates and interest rates; our level of indebtedness, which could diminish our ability to raise additional capital to fund operations or limit our ability to react to changes in the economy or the chemicals industry; and various other factors discussed from time to time 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.*