

CELANESE CORP

FORM 8-K (Current report filing)

Filed 09/15/10 for the Period Ending 09/15/10

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 15, 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 8.01. Other Events.

On September 15, 2010, Celanese Corporation (the “Company”) issued a press release announcing that its wholly-owned subsidiary, Celanese US Holdings LLC (the “Issuer”), had placed an offering of approximately \$600 million in aggregate principal amount of senior unsecured notes due 2018 (the “Notes”) in a private placement conducted pursuant to Rule 144A under the Securities Act of 1933, as amended.

A copy of the press release announcing the placement and pricing of the offering is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated September 15, 2010

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 15, 2010

Exhibit Index

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated September 15, 2010





EXHIBIT 99.1

Celanese Corporation Places \$600 Million of Senior Unsecured Notes

DALLAS, September 15, 2010 --- Celanese Corporation (NYSE: CE) (the "Company") today announced that its wholly-owned subsidiary, Celanese US Holdings LLC (the "Issuer"), has placed an offering of \$600 million in aggregate principal amount of senior unsecured notes due October 15, 2018 (the "Notes") in a private placement conducted pursuant to Rule 144A under the Securities Act of 1933, as amended. The Notes will be senior unsecured obligations of the Issuer and will bear an interest rate of 6 ⁵/₈ % percent per annum, payable semi-annually on April 15 and October 15, with the first interest payment date falling on April 15, 2011. The Notes were priced at 100% percent of par. The net proceeds of the offering will be used for general corporate purposes, including the repayment of outstanding indebtedness under Company's senior secured credit facility and the payment of related fees and expenses. The sale of the Notes is expected to close on Sep. 24, 2010.

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. Offers of the Notes will be made only by means of a private offering memorandum. The Notes have not been registered under the Securities Act of 1933, as amended, or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Contact:

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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.
