

# CELANESE CORP

## FORM SC TO-I/A

(Amended tender offer statement by Issuer)

Filed 04/06/07

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



**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

Amendment No. 1

to

**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**CELANESE CORPORATION**

*(Name of Subject Company (Issuer))*

**CELANESE CORPORATION  
CELANESE INTERNATIONAL HOLDINGS  
LUXEMBOURG S.Á R.L.**

*(Names of Filing Persons (identifying status as offeror, issuer or other person))*

Series A Common Stock, \$0.0001 par value  
*(Title of Class of Securities)*

150870 10 3  
*(CUSIP Number of Class of Securities)*

CURTIS S. SHAW, Esq.  
Executive Vice President, General Counsel and Secretary  
1601 West LBJ Freeway  
Dallas, Texas 75234-6034  
(972) 443-4000

*(Name, address and telephone number of person authorized to receive notices  
and communications on behalf of filing persons)*

*Copy to:*

BARBARA L. BECKER, Esq.  
Gibson, Dunn & Crutcher LLP  
200 Park Avenue  
New York, New York 10166-0193  
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**Calculation of Filing Fee**

<u>Transaction Valuation*</u>	<u>Amount of Filing Fee**</u>
\$344,016,912	\$10,561.32

\* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the purchase of 11,279,243 shares of Series A Common Stock, \$0.0001 par value, at the maximum tender offer price of \$30.50 per share.

\*\* The Amount of Filing Fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$30.70 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,561.32

Filing Party: Celanese Corporation; Celanese International Holdings Luxembourg S.Á R.L.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates :

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

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## INTRODUCTION

This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "SEC") on March 6, 2007, (as amended from time to time, the "Schedule TO"), and relates to the offer by Celanese Corporation, a Delaware corporation ("Celanese" or the "Company"), through its wholly owned subsidiary Celanese International Holdings Luxembourg S.à r.l. ("CIH"), to purchase up to 11,279,243 shares, or such lesser number as are properly tendered and not properly withdrawn, of its common stock, \$0.0001 par value per share (the "Common Stock"), at a price not greater than \$30.50 nor less than \$28.00 per share, net to the seller in cash, less any applicable withholding taxes and without interest. The Company's offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 6, 2007 (the "Offer to Purchase") and the related Letter of Transmittal (which together, as amended or supplemented from time to time, constitute the "Offer"). A copy of the Offer to Purchase and related Letter of Transmittal were previously filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO.

The information contained in the Offer is expressly incorporated herein by reference into this Amendment No. 1 to Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein. This Amendment No. 1 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

### Items 1 through 11

Items 1 through 11 of the Schedule TO are hereby amended and supplemented as follows:

(1) On April 4, 2007, the Company issued a press release announcing the preliminary results of the Offer, which expired at 5:00 p.m., New York City time, on Monday, April 3, 2007. A copy of that press release is attached to this Schedule TO as Exhibit (a)(5)(iii) and is incorporated herein by this reference.

(2) On April 6, 2007, the Company issued a press release announcing the final results of the Offer, which expired at 5:00 p.m., New York City time, on Monday, April 3, 2007. A copy of that press release is attached to this Schedule TO as Exhibit (a)(5)(iv) and is incorporated herein by this reference.

(3) The paragraph beginning with the heading "*Incorporation by Reference*," including the table referenced therein, under Section 10, "Certain Information Concerning Us," on page 23 of the Offer to Purchase is amended and restated in its entirety as follows:

*Incorporation by Reference.* The rules of the SEC allow us to "incorporate by reference" information into this document, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. We incorporate by reference each of the following documents:

<u>SEC Filings</u>	<u>Period or Date Filed</u>
Annual Report of Form 10-K	Year ended December 31, 2006
Current Reports on Form 8-K	January 8, 2007, February 9, 2007, March 5, 2007, March 27, 2007, April 3, 2007 and April 5, 2007.

### Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

- (a)(5)(iii) Press Release, dated April 4, 2007 (incorporated by reference from Exhibit 99.2 of Form 8-K filed with the SEC on April 5, 2007).
  - (a)(5)(iv) Press Release, dated April 6, 2007.
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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, complete and correct.

**CELANESE CORPORATION**

By: /s/ KEVIN J. ROGAN

Name: Kevin J. Rogan

Title: *Assistant Secretary*

**CELANESE INTERNATIONAL HOLDINGS  
LUXEMBOURG S.À R.L.**

By: /s/ HARRY A. FRANKS, JR.

Name: Harry A. Franks, Jr.

Title: *Manager*

Date: April 6, 2007

## Index to Exhibits

Exhibit Number	Description
(a)(1)(i)	Offer to Purchase, dated March 6, 2007.*
(a)(1)(ii)	Letter of Transmittal (including Substitute Form W-9 and Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).*
(a)(1)(iii)	Notice of Guaranteed Delivery.*
(a)(1)(iv)	Letter to Stockholders, dated March 6, 2007, from David N. Weidman, Chairman of the Board, Chief Executive Officer and President, Celanese Corporation.*
(a)(1)(v)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
(a)(1)(vi)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
(a)(1)(vii)	Letter to Participants in the Celanese Americas Retirement Savings Plan.*
(a)(5)(i)	Press Release, dated March 5, 2007.*
(a)(5)(ii)	Summary Advertisement, dated March 6, 2007.*
(a)(5)(iii)	Press Release, dated April 4, 2007 (incorporated by reference from Exhibit 99.2 of Form 8-K filed with the SEC on April 5, 2007).
(a)(5)(iv)	Press Release, dated April 6, 2007.
(d)(1)	Stock Purchase Agreement, dated March 2, 2007 by and among Blackstone Capital Partners (Cayman) Ltd. 1, Blackstone Capital Partners (Cayman) Ltd. 2 and Blackstone Capital Partners (Cayman) Ltd. 3, Celanese Corporation and Celanese International Holdings Luxembourg S.à r.l.*

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\* Previously filed with the Schedule TO on March 6, 2007.







## Investor News Release

**Celanese Corporation**  
Investor Relations  
1601 West LBJ Freeway  
Dallas, Texas 75234-6034

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### **Celanese Corporation Announces Final Results of its Modified “Dutch Auction” Tender Offer**

DALLAS, April 6, 2007 — Celanese Corporation (NYSE: CE) today announced the final results of its modified “Dutch Auction” tender offer, which expired at 5:00 p.m., New York City time, on April 3, 2007.

In accordance with the terms and conditions of the tender offer, and based on the final count by Computershare Trust Company, N.A., the depository for the tender offer, Celanese, through its wholly owned subsidiary Celanese International Holdings Luxembourg S.à r.l., has accepted for purchase 2,021,775 shares of its Series A Common Stock at a purchase price of \$30.50 per share, for a total cost of approximately \$61.7 million.

Stockholders who properly tendered shares in the tender offer at or below the purchase price will have all of their tendered shares purchased, subject to certain limited exceptions.

Computershare Trust Company, N.A., the depository for the tender offer, will promptly issue payment for the shares validly tendered and accepted for purchase under the tender offer.

The number of shares that the Company accepted for purchase in the tender offer represents approximately 1.3 percent of its currently outstanding common stock.

In the tender offer, the company offered to purchase up to 11,279,243 shares of its common stock at a price not less than \$28.00 nor greater than \$30.50 per share, for a maximum aggregate purchase price of up to \$344 million.

Also, as previously disclosed in the offer, Celanese, acting through its wholly owned subsidiary Celanese International Holdings Luxembourg S.à r.l., separately agreed to purchase shares of common stock from the investment funds associated with The Blackstone Group, L.P. (which currently own approximately 14% of the Company’s outstanding common stock and elected not to participate in the tender offer) such that Blackstone’s percentage ownership interest in Celanese would remain substantially unchanged from its interest immediately prior to the tender offer. Based upon the company’s acceptance for purchase of the approximately two million shares tendered in the tender offer, Celanese will purchase, through its wholly owned

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subsidiary, Celanese International Holdings Luxembourg S.à r.l., approximately 329,000 shares from Blackstone, on the eleventh business day following the expiration of the tender offer. The shares acquired from Blackstone will be purchased at the final purchase price of \$30.50 per share determined in the tender offer for a total cost of approximately \$10 million.

The Company expects to purchase approximately \$72 million of its common stock in the tender offer and from Blackstone, representing approximately 1.5 percent of its currently outstanding common stock. The Company has not announced any further actions at this time.

The dealer managers for the tender offer are Merrill Lynch & Co. and Deutsche Bank Securities Inc.; the information agent is Georgeson; and the depository is Computershare Trust Company, N.A. All inquiries about the tender offer should be directed to the information agent at (866) 314-1598. Banks and brokers may call (212) 440-9800.

#### **About Celanese:**

*As a global leader in the chemicals industry, Celanese Corporation makes products essential to everyday living. Our products, found in consumer and industrial applications, are manufactured in North America, Europe and Asia. Net sales totaled \$6.7 billion in 2006, with over 60% generated outside of North America. Known for operational excellence and execution of its business strategies, Celanese delivers value to customers around the globe with innovations and best-in-class technologies. Based in Dallas, Texas, the company employs approximately 8,900 employees worldwide. For more information on Celanese Corporation, please visit the company's website at [www.celanese.com](http://www.celanese.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. 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. Certain of these risk factors 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.*

#### **Tender offer statement**

*This press release is for informational purposes only and is neither an offer to buy nor the solicitation of an offer to sell, any securities.*