

CELANESE CORP

FORM 8-K (Current report filing)

Filed 03/15/11 for the Period Ending 03/15/11

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

U.S. 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): March 15, 2011

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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Section 7 — Regulation FD

Item 7.01. Regulation FD Disclosure*

On March 15, 2011, Celanese US Holdings LLC, a wholly-owned subsidiary of Celanese Corporation, announced via press release that it has commenced its offer to exchange up to \$600 million principal amount of newly issued 6 5/8% Senior Notes Due 2018, registered under the Securities Act of 1933, for a like principal amount of its outstanding, privately placed 6 5/8% Senior Notes Due 2018. The exchange offer will not affect Celanese US Holdings LLC's or Celanese Corporation's outstanding debt levels, as new notes issued pursuant to the registration under the Securities Act will be issued only upon cancellation of a like amount of currently outstanding notes.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Section 9 — Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 15, 2011*

* In connection with the disclosure set forth in Item 7.01, the information in this Current Report, including the exhibits 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 this Current Report, including the exhibits, 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. This Current Report will not be deemed an admission as to the materiality of any information 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
Assistant Corporate Secretary

Date: March 15, 2011

Exhibit Index

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99.1	Press Release dated March 15, 2011*

* In connection with the disclosure set forth in Item 7.01, the information in this Current Report, including the exhibits 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 this Current Report, including the exhibits, 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. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.



Celanese Corporation
1601 West LBJ Freeway
Dallas, TX 75234-6034

Celanese US Holdings LLC Announces Commencement of Exchange Offer

DALLAS, March 15, 2011 — Celanese Corporation (NYSE: CE) (the “Company”) today announced that its wholly-owned subsidiary, Celanese US Holdings LLC (the “Issuer”), has commenced its offer to exchange up to \$600 million principal amount of newly issued 6 5/8% Senior Notes due 2018, registered under the Securities Act of 1933, for a like principal amount of its outstanding, privately placed 6 5/8% Senior Notes due 2018. The newly issued notes will be guaranteed by the Company and certain domestic subsidiaries of the Company.

The outstanding notes were privately placed in September 2010. The Issuer is making this exchange offer to satisfy its obligations under a registration rights agreement relating to the outstanding notes, pursuant to which the Issuer committed to use its commercially reasonable efforts to issue notes registered under the Securities Act of 1933, which notes generally can be publicly traded, in exchange for the outstanding, privately placed notes, which are subject to certain transfer restrictions. The exchange offer will not affect the Issuer or the Company’s outstanding debt levels, as new notes issued pursuant to the registration under the Securities Act will be issued only upon cancellation of a like amount of currently outstanding notes.

The Issuer will accept for exchange any and all outstanding notes validly tendered on or before 5:00 p.m., New York City time, on April 12, 2011, unless the exchange offer is extended. The exchange offer is made only pursuant to the Issuer’s prospectus dated March 15, 2011, which has been filed with the Securities and Exchange Commission. The Issuer has not authorized any person to provide information other than as set forth in the prospectus.

Copies of the prospectus and transmittal materials governing the exchange offer can be obtained from the exchange agent, Wells Fargo Bank, National Association, by calling (800) 344-5128, by faxing a request to (612) 667-6282, or by writing via mail or overnight courier to Wells Fargo Bank, National Association, Corporate Trust Operations, MAC N9303-121101, Sixth & Marquette Avenue, Minneapolis, MN 55479. This announcement is not an offer to sell any securities, nor a solicitation of any offer to buy or exchange any securities. The exchange offer is made solely pursuant to the prospectus dated March 15, 2011, including any supplements thereto.

Contacts:

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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.