

CELANESE CORP

FORM 8-K (Current report filing)

Filed 04/29/13 for the Period Ending 04/25/13

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 25, 2013

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.)

222 W. Las Colinas Blvd., Suite 900N, Irving, Texas 75039-5421

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

On April 25, 2013, Celanese Corporation (the “Company”) held its 2013 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 three Class III Directors and one Class II Director to the Company's Board of Directors to serve for terms that expire at the annual meeting of stockholders in 2016 and 2015, respectively, 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 2013.

As of the record date of February 25, 2013, there were 159,670,901 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 III and Class II was elected to serve for a term which expires at the annual meeting of stockholders in 2016 and 2015, respectively, by the votes set forth in the table below.

Nominee	Voted For	Voted Against	Abstain	Broker Non-Votes
Class III Directors :				
Jay V. Ihlenfeld	146,311,810	1,012,563	248,996	3,837,363
Mark C. Rohr	144,937,890	1,944,119	691,360	3,837,363
Farah M. Walters	144,055,810	3,270,292	247,267	3,837,363
Class II Director :				
Edward G. Galante	147,101,967	224,630	246,772	3,837,363

2. Advisory Vote to Approve Executive Compensation. The stockholders approved, on an advisory basis, the compensation of our named executive officers by the votes set forth in the table below.

Voted For	Voted Against	Abstain	Broker Non-Votes
141,887,814	5,073,119	612,436	3,837,363

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 2013 was ratified by the stockholders by the votes set forth in the table below.

Voted For	Voted Against	Abstain
150,224,527	948,660	237,545

The proposal to ratify the appointment of KPMG LLP was a routine matter and, therefore, there were no broker non-votes relating to this matter.

Item 7.01 Regulation FD Disclosure.

On April 25, 2013, the Company issued a press release announcing that its Board of Directors had approved a 20% 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

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated April 25, 2013*

* 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 Assistant Corporate Secretary

Date: April 29, 2013

Exhibit Index

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News Release

Celanese Corporation
 222 West Las Colinas Blvd.
 Suite 900N
 Irving, TX 75039

Celanese Corporation Announces 20 Percent Dividend Increase and Declares Quarterly Dividend

DALLAS, April 25, 2013 - Celanese Corporation (NYSE:CE), a global technology and specialty materials company, today announced that its board of directors has approved a 20 percent increase in the company's quarterly common stock cash dividend. The dividend rate increased from \$0.075 to \$0.09 per share of common stock on a quarterly basis and from \$0.30 to \$0.36 per share of common stock on an annual basis. The new dividend rate will be applicable immediately. This is the company's fourth consecutive year of dividend increases, which have averaged 23% over this period.

Celanese Corporation also declared a quarterly cash dividend of \$0.09 per share on its Series A common stock, payable on May 16, 2013.

The dividend is payable for the period beginning February 1, 2013 and ending on and including April 30, 2013 to stockholders of record as of May 6, 2013.

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About Celanese

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 7,600 employees worldwide and had 2012 net sales of \$6.4 billion. For more information about Celanese Corporation and its product offerings, visit www.celanese.com or our blog at 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. 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.