

CELANESE CORP

FORM 8-K (Current report filing)

Filed 02/01/10 for the Period Ending 02/01/10

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): February 1, 2010

CELANESE CORPORATION

(Exact Name of Registrant as Specified in 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:

- 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 February 1, 2010, Celanese Corporation (the “Company”) issued a Notice of Redemption, which is attached as Exhibit 99.1 and incorporated herein by reference, to the holders of its 4.25% Convertible Perpetual Preferred Stock (the “Preferred Stock”), notifying such holders that the Company has elected to redeem all of its outstanding shares of Preferred Stock on February 22, 2010 for a redemption price of \$25.06 per share of Preferred Stock, which represents an amount equal to the Liquidation Preference of \$25.00 per share of Preferred Stock, plus accumulated and unpaid dividends up to, but excluding, the date of redemption, of \$0.06. The redemption price will be paid in shares of the Company’s Series A Common Stock (the “Common Stock”). Each share of Preferred Stock will be redeemed for a number of shares of Common Stock equal to (i) the redemption price divided by (ii) 97.5% of the average closing price of the Common Stock for the ten trading days ending on the fifth trading day prior to the date of redemption. The Company will pay cash in lieu of any fractional shares of Common Stock due to holders of shares of Preferred Stock as a result of the redemption. Holders of Preferred Stock are also entitled to convert their shares of Preferred Stock into Common Stock prior to the date of redemption, as more fully described in the Notice of Redemption.

On February 1, 2010, the Company issued a press release regarding the Notice of Redemption, which is attached as Exhibit 99.2 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Notice of Redemption of the Company’s 4.25% Convertible Perpetual Preferred Stock, dated February 1, 2010.
99.2	Press release, dated February 1, 2010, relating to the Notice of Redemption of the Company’s 4.25% Convertible Perpetual Preferred Stock.

SIGNATURE

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/ Robert L. Villaseñor

Name: Robert L. Villaseñor

Title: Associate General Counsel and Assistant
Secretary

Date: February 1, 2010

EXHIBIT INDEX

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99.1	Notice of Redemption of the Company's 4.25% Convertible Perpetual Preferred Stock, dated February 1, 2010.
99.2	Press release, dated February 1, 2010, relating to the Notice of Redemption of the Company's 4.25% Convertible Perpetual Preferred Stock.



CELANESE CORPORATION
1601 West LBJ Freeway
Dallas, Texas 75234-6034

NOTICE OF REDEMPTION
OF ALL OUTSTANDING SHARES OF
4.25% CONVERTIBLE PERPETUAL PREFERRED STOCK
CUSIP No. 150870202

February 1, 2010

Pursuant to Section 6 of the Certificate of Designations of the 4.25% Convertible Perpetual Preferred Stock (the "Certificate of Designations") of Celanese Corporation (the "Company"), filed with the Secretary of State of the State of Delaware on January 25, 2005, notice is hereby given that, subject to the terms and conditions of the Certificate of Designations, the Company is electing to redeem all outstanding shares of the Company's 4.25% Convertible Perpetual Preferred Stock (the "Preferred Stock") on the terms set forth below. Pursuant to the terms of the Certificate of Designations, a holder of shares of Preferred Stock (each, a "Holder") has the right to convert his or her shares of Preferred Stock at any time prior to 5:00 p.m., New York City time, on February 19, 2010.

The terms of the redemption and conversion are summarized below. You should refer to the Certificate of Designations for a complete description of your rights. Terms used herein but not defined are used as defined in the Certificate of Designations. Computershare Trust Company, N.A., the Company's transfer agent, is serving as Paying Agent (for those shares of Preferred Stock redeemed) and Conversion Agent (for those shares of Preferred Stock converted).

Redemption Terms

Redemption Date: 10:00 a.m., New York City time, on February 22, 2010.

Redemption Price: \$25.06 per share of Preferred Stock, which represents an amount equal to the Liquidation Preference of \$25.00 per share of Preferred Stock, plus accumulated and unpaid dividends (whether or not declared) up to, but excluding, the Redemption Date, of \$0.06.

Form of Redemption Price: The Redemption Price shall be paid in shares of the Company's Series A Common Stock (the "Common Stock"). Cash will be paid for all fractional shares of Common Stock based on the closing sales price of the Common Stock on the Redemption Date.

On the Redemption Date, each share of Preferred Stock will be redeemed for a number of shares of Common Stock equal in amount to (i) the Redemption Price divided by (ii) 97.5% of the average

closing price of the Common Stock for the 10 trading days ending on the fifth trading day prior to the Redemption Date.

The number of shares of Common Stock to be issued for each share of Preferred Stock cannot be determined until February 12, 2010, which is the fifth trading day prior to the Redemption Date. If the redemption had taken place on December 31, 2009, each share of Preferred Stock would have been redeemed for 0.7998 shares of Common Stock. The Company expects to publish on its website the actual number of Common Shares to be issued for each Preferred Share once such number has been determined.

In accordance with the Certificate of Designations, in order to collect the Redemption Price, a Holder of shares of Preferred Stock must duly surrender his or her shares of Preferred Stock to the Paying Agent, Computershare Trust Company, N.A., by book-entry transfer or physical delivery of certificates representing the shares of Preferred Stock, together with any necessary endorsements, prior to 10:00 a.m., New York City time, on the Redemption Date. The Paying Agent can be contacted at:

Computershare Trust Company, N.A.
250 Royall Street
Canton, MA 02021
(781) 575-2000

The Redemption Price will be paid promptly following the later of the Redemption Date and the time of surrender of the shares of Preferred Stock to the Paying Agent. Unless the Company defaults in making payment of such Redemption Price, dividends on shares of Preferred Stock will cease to accumulate on and after the Redemption Date.

Conversion Terms

- Conversion Date: The date on which a share of Preferred Stock has been surrendered and the Notice of Conversion has been received by the Company or the Conversion Agent, but in any case no later than 5:00 p.m., New York City time, on February 19, 2010.
- Conversion Price: \$19.84 per share of Preferred Stock, which represents the Liquidation Preference of \$25.00 per share of Preferred Stock divided by the Conversion Rate.
- Conversion Rate: 1.2600 shares of Common Stock.

Holders also have the right to convert their shares of Preferred Stock at any time prior to 5:00 p.m., New York City time, on February 19, 2010, the business day immediately preceding the Redemption Date (the “Conversion Deadline Date”). Holders who want to convert their shares of Preferred Stock must satisfy all of the requirements set forth in Section 7 of the Certificate of Designations prior to 5:00 p.m., New York City time, on the Conversion Deadline Date in order to effect conversion of their shares of Preferred Stock. After conversion, Holders cannot have their shares of Preferred Stock redeemed and will not receive the Redemption Price.

Each share of Preferred Stock is convertible into 1.26 shares of Common Stock, subject to adjustment under certain circumstances as set forth in the Certificate of Designations. The closing price of the Common Stock, as reported on the New York Stock Exchange on January 29, 2010, was \$29.10. The foregoing amount is provided by way of example only and Holders should review current pricing information for the Common Stock before making any decision regarding the conversion of their Preferred Shares.

In accordance with the Certificate of Designations, in order to collect the Conversion Price, a Holder of shares of Preferred Stock must duly surrender his or her shares of Preferred Stock to the Conversion Agent, Computershare Trust Company, N.A., by book-entry transfer or physical delivery of certificates representing the shares of Preferred Stock, together with any necessary endorsements, accompanied by a complete and manually signed Notice of Conversion (in the form set forth the Certificate of Designations) prior to 5:00 p.m., New York City time, on the Conversion Deadline Date. The Conversion Agent can be contacted at:

Computershare Trust Company, N.A.
250 Royall Street
Canton, MA 02021
(781) 575-2000

Dividends on shares of Preferred Stock will cease to accumulate on and after the Conversion Date. Holders of shares of Preferred Stock who elect to convert their shares will not receive accumulated and unpaid dividends, but will be deemed to have received such dividends through the delivery of shares of Common Stock.

Notice

The Company will not issue fractional shares of Common Stock in payment of the Redemption Price or the Conversion Price. Instead, the Company will pay cash for all fractional shares of Common Stock based on the closing sales price of the Common Stock on the Redemption Date or Conversion Date, as applicable.

The Paying Agent has notified the Company that the Paying Agent may be obligated to withhold a percentage (currently 28%) of the redemption proceeds from any Holder who has failed to furnish the Paying Agent with a valid taxpayer identification number or a certification that such Holder is not subject to backup withholding. Holders who wish to avoid such withholding should submit a completed IRS Form W-9 when presenting their shares of Preferred Stock.

IF YOU HAVE ANY QUESTIONS CONCERNING THE FOREGOING, PLEASE CONTACT COMPUTERSHARE TRUST COMPANY, N.A. AT +1 (972) 943-8780 OR VIA MAIL C/O COMPUTERSHARE TRUST COMPANY, N.A., 3401 LEGACY DRIVE, PLANO, TX 75023.



News Release

Celanese Corporation
1601 West LBJ Freeway
Dallas, TX 75234 USA

Celanese Corporation Announces Redemption of 4.25% Convertible Perpetual Preferred Stock

DALLAS, February 1, 2010 — Celanese Corporation (NYSE:CE), a leading, global chemical company, announced today that it has called for redemption all 9.6 million shares of its outstanding 4.25% Convertible Perpetual Preferred Stock (the “Preferred Stock”), bearing CUSIP 150870202. The redemption date for the Preferred Stock is February 22, 2010 and the redemption price is \$25.06 per share of Preferred Stock, which represents an amount equal to the Liquidation Preference of \$25.00 per share of Preferred Stock, plus accumulated and unpaid dividends (whether or not declared) up to, but excluding, the Redemption Date, of \$0.06. The redemption price will be paid in shares of the Company’s Series A Common Stock (the “Common Stock”). Each share of Preferred Stock will be redeemed for a number of shares of Common Stock equal to (i) the redemption price divided by (ii) 97.5% of the average closing price of the Common Stock for the ten trading days ending on the fifth trading day prior to the redemption date. The Company will pay cash in lieu of any fractional shares of Common Stock due to holders of shares of Preferred Stock (each, a “Holder”) as a result of the redemption.

In order to collect the redemption price, Holders must surrender their shares of Preferred Stock to the paying agent, Computershare Trust Company, N.A., by book-entry transfer or physical delivery of certificates representing the shares of Preferred Stock, together with any necessary endorsements, prior to 10:00 a.m., New York City time, on February 22, 2010. Unless the Company defaults in making payment of the redemption price, dividends on shares of Preferred Stock will cease to accumulate on and after February 22, 2010.

Holders may exercise their right to convert such shares of Preferred Stock into shares of Common Stock prior to the redemption at a conversion rate of 1.2600 shares of Common Stock per share of Preferred Stock. Holders wishing to convert their shares of Preferred Stock prior to redemption must follow the procedures for conversion set forth in the Preferred Stock’s Certificate of Designations on or before 5:00 p.m., New York City time, on February 19, 2010. Dividends on shares of Preferred Stock will cease to accumulate dividends on and after the date of conversion. Holders of shares of Preferred Stock who elect to convert their shares will not receive accumulated and unpaid dividends, but will be deemed to have received such dividends through the delivery of shares of Common Stock.

In order to collect the conversion price, Holders must surrender their shares of Preferred Stock to the conversion agent, Computershare Trust Company, N.A., by book-entry transfer or physical delivery of certificates representing the shares of Preferred Stock, together with any necessary endorsements, prior to 5:00 p.m., New York City time, on February 19, 2010. No shares of Preferred Stock may be converted after February 19, 2010.

The paying agent and conversion agent can be contacted at:

Computershare Trust Company, N.A.
250 Royall Street
Canton, MA 02021
(781) 575-2000

The notice of redemption will be distributed to holders of the Preferred Stock called for redemption on or about February 1, 2010. Questions relating to, and requests for additional copies of, the notice of redemption should be directed to Computershare Trust Company, N.A. at (972) 943-8780.

Contacts:

Investor Relations

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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 \$6.8 billion in 2008, with approximately 65% 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 8,000 employees worldwide. For more information on Celanese Corporation, please visit the company's website at 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. These factors include the inability to obtain regulatory approvals of the transaction and satisfy conditions on the proposed terms and schedule and the possibility that the transaction does not close. Other risk factors 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.