

## **CELANESE CORP**

## Filed by **BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD**

# FORM SC 13D/A (Amended Statement of Beneficial Ownership)

## Filed 05/22/07

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)

**Commodity Chemicals** Industry

**Basic Materials** Sector

Fiscal Year 12/31

## **CELANESE CORP**

### FORM SC 13D/A

(Amended Statement of Beneficial Ownership)

#### Filed 5/22/2007

Address 1601 W. LBJ FREEWAY

DALLAS, Texas 75234

Telephone 972-443-4000

CIK 0001306830

Industry Chemical Manufacturing

Sector Basic Materials

Fiscal Year 12/31



# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 11)\*

## Celanese Corporation

(Name of Issuer)

Series A Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

150870 10 3 (CUSIP Number)

Chinh E. Chu The Blackstone Group 345 Park Avenue New York, New York 10154 (212) 583-5000

Copy to:

William R. Dougherty, Esq. Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, New York 10017 (212) 455-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 18, 2007 (Date of Event Which Require Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of  $\S240.13d-1(e)$ , 240.13d-1(f) or 240.13d-1(g), check the following box.  $\square$ 

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAMES	OF R	EPORTING PERSONS:				
1	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):						
			pital Partners (Cayman) Ltd. 1				
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This Amendment No. 11 amends and supplements the statement on Schedule 13D, originally filed with the Securities and Exchange Commission on March 30, 2005 (as it may be amended from time to time, the "Schedule 13D") with respect to the Series A Common Stock, par value \$0.0001 per share (the "Series A Common Stock"), of Celanese Corporation, a Delaware corporation (the "Issuer"). Each item below amends and supplements the information disclosed under the corresponding item of the Schedule 13D. Unless otherwise indicated herein, terms used but not defined in this Amendment No. 11 shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

#### ITEM 4. PURPOSE OF TRANSACTION.

On May 18, 2007, pursuant to the consummation of a secondary offering of the Issuer's Series A Common Stock, BCP 1, BCP 2, BCP 3 and BMP sold 13,647,620, 946,501 and 7,420,144 and 92,332 shares of Series A Common Stock, respectively, (or 22,106,597 shares in aggregate) at a price of \$35.50 per share. Immediately following the sale of the 22,106,597 shares, the Reporting Persons ceased to beneficially own any shares of Series A Common Stock.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) and (b). The information contained on the cover pages and in Item 4 of this Schedule 13D is incorporated herein by reference.
- (c) The information contained in Item 4 of this Schedule 13D is incorporated herein by reference.

In the 60 days prior to and including May 18, 2007, there was one other transaction involving the subject securities by one or more of the Reporting Persons (other than the exercise by BMP of options to purchase shares of Series A Common Stock reported by BMP in Amendment No. 10 to the Schedule 13D). On April 18, 2007, pursuant to the consummation of the Stock Purchase Agreement between BCP 1, BCP 2, BCP 3, the Issuer and Celanese International Holdings Luxembourg S.à r.l., a wholly owned subsidiary of the Issuer (which agreement was previously disclosed in Amendment No. 9 to the Schedule 13D), BCP 1, BCP 2 and BCP 3 sold 203,968, 14,146 and 110,897 shares of Series A Common Stock, respectively (or 329,010 shares in aggregate), at the clearing price determined in the Stock Tender Offer of \$30.50 per share.

(e) Following the consummation of the secondary offering the Reporting Persons ceased to be the beneficial owners of any shares of Series A Common Stock as of May 18, 2007.

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 22, 2007

#### BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 1

By: /s/ Robert L. Friedman

Name: Robert L. Friedman

Title: Director

#### BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 2

By: /s/ Robert L. Friedman

Name: Robert L. Friedman

Title: Director

#### BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 3

By: /s/ Robert L. Friedman

Name: Robert L. Friedman

Title: Director

#### BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Robert L. Friedman

Name: Robert L. Friedman

Title: Director

#### BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV-A L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Robert L. Friedman

Name: Robert L. Friedman

Title: Director

#### BLACKSTONE FAMILY INVESTMENT PARTNERSHIP (CAYMAN) IV-A L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Robert L. Friedman

Name: Robert L. Friedman

Title: Director

#### BLACKSTONE CHEMICAL COINVEST PARTNERS (CAYMAN) L.P.

By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Robert L. Friedman

Name: Robert L. Friedman

Title: Director

#### BLACKSTONE MANAGEMENT ASSOCIATES (CAYMAN) IV L.P.

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Robert L. Friedman

Name: Robert L. Friedman

Title: Director

#### BLACKSTONE LR ASSOCIATES (CAYMAN) IV LTD.

By: /s/ Robert L. Friedman

Name: Robert L. Friedman

Title: Director

#### BLACKSTONE MANAGEMENT PARTNERS IV L.L.C.

By: /s/ Robert L. Friedman

Name: Robert L. Friedman

Title: Director

#### PETER G. PETERSON

/s/ Peter G. Peterson

Peter G. Peterson

#### STEPHEN A. SCHWARZMAN

/s/ Stephen A. Schwarzman

Stephen A. Schwarzman