

**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): **September 9, 2021**

**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 West Las Colinas Blvd. Suite 900N, Irving, TX 75039**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(972) 443-4000**

**N/A**

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
<b>Common Stock, par value \$0.0001 per share</b>	<b>CE</b>	<b>The New York Stock Exchange</b>
<b>1.125% Senior Notes due 2023</b>	<b>CE /23</b>	<b>The New York Stock Exchange</b>
<b>1.250% Senior Notes due 2025</b>	<b>CE /25</b>	<b>The New York Stock Exchange</b>
<b>2.125% Senior Notes due 2027</b>	<b>CE /27</b>	<b>The New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 8.01 Other Events.**

On September 9, 2021, Celanese Corporation (“Celanese”) issued a press release announcing the early tender results as of 5:00 p.m., New York City Time, on September 8, 2021, of the cash tender offer (the “Tender Offer”) by Celanese US Holdings LLC, a direct wholly-owned subsidiary of Celanese, to purchase up to an aggregate principal amount not to exceed €300,000,000 of its 1.125% Senior Notes due 2023. The Tender Offer is subject to the terms and conditions set forth in the Offer to Purchase, dated August 25, 2021. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#"><u>Press Release dated September 9, 2021, announcing the early tender results of the Tender Offer.</u></a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document contained in Exhibit 101).

## **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/ MICHAEL R. SULLIVAN  
Name: Michael R. Sullivan  
Title: Vice President, Deputy General Counsel and Assistant Corporate Secretary  
  
Date: September 9, 2021



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

## **Celanese Announces Early Results of Cash Tender Offer for Celanese US Holdings LLC's 1.125% Senior Notes Due 2023**

*Dallas, September 9, 2021:* Celanese Corporation (NYSE: CE) ("Celanese"), a global chemical and specialty materials company, today announced the early results of the previously announced cash tender offer (the "Tender Offer") by Celanese US Holdings LLC, a direct wholly-owned subsidiary of Celanese (the "Company") to purchase up to an aggregate principal amount not to exceed €300,000,000 (the "Maximum Acceptance Amount") of its outstanding 1.125% Senior Notes due 2023 (ISIN: XS1492691008) (the "Notes"), subject to the terms and conditions set forth in the Offer to Purchase dated August 25, 2021 (as it may be amended or supplemented from time to time, the "Offer to Purchase"). Capitalized terms used in this announcement but not defined have the meaning given to them in the Offer to Purchase.

The following table sets forth, among other things, the principal amount of Notes validly tendered and accepted for purchase as of 5:00 p.m., New York City Time, on September 8, 2021 (such date and time, the "Early Tender Time"):

<b>Title of Security</b>	<b>ISIN</b>	<b>Outstanding Principal Amount</b>	<b>Maximum Acceptance Amount</b>	<b>Principal Amount Tendered</b>	<b>Principal Amount Accepted</b>	<b>Total Consideration<sup>(1)</sup></b>
1.125% Senior Notes due 2023 (the "Notes")*	XS1492691008	€750,000,000	€300,000,000	€412,941,000	€300,000,000	€1,027.35

\* Listed on the New York Stock Exchange. The Notes may be redeemed by the Company at par plus accrued interest on any date from June 26, 2023.

<sup>(1)</sup> For each €1,000 principal amount of Notes tendered at or prior to the Early Tender Time and accepted for purchase. The Total Consideration shown includes the Early Tender Premium.

Since tenders of the Notes exceeded the Maximum Acceptance Amount, the Company is accepting Notes only on a prorated basis. The aggregate principal amount of each holder's validly tendered Notes accepted was determined by multiplying the aggregate principal amount of Notes validly tendered by such holder by a proration factor of approximately 72.76667%, and subject to the rounding and further scaling provisions details in the Offer to Purchase.

Subject to satisfaction or waiver of the Financing Condition by such date, all Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Time and accepted for purchase will be purchased by the Company on the "Early Settlement Date," which is currently expected to occur on September 13, 2021. Payment for the Notes that are purchased will include accrued and unpaid interest on such Notes, rounded to the nearest cent per €1,000 principal amount of Notes, from the

last interest payment date up to, but not including, the Early Settlement Date. The Company expects the Financing Condition to be satisfied upon completion of the Company's offering of €500,000,000 aggregate principal amount of its 0.625% Senior Notes due 2028, which is expected to close on or about September 10, 2021.

The Tender Offer is scheduled to expire at 11:59 p.m., New York City Time on September 22, 2021 (unless the Tender Offer is extended or terminated) (such date and time, the "Expiration Time"). Withdrawal rights expired at 5:00 p.m., New York City Time, on September 8, 2021. Notes that have been tendered may no longer be withdrawn. Since tenders of the Notes exceeded the Maximum Acceptance Amount, no additional Notes will be accepted for purchase after the Early Tender Time and prior to the Expiration Time.

Subject to applicable law and the terms and conditions of the Offer to Purchase, the Company may terminate the Tender Offer, waive any or all of the conditions of the Tender Offer prior to the Expiration Time, extend the Expiration Time or amend the terms of the Tender Offer.

The Company has retained Lucid Issuer Services Limited to act as Tender and Information Agent for the Tender Offer. Questions regarding the Tender Offer may be directed to:

**Lucid Issuer Services Limited**  
Email: [celanese@lucid-is.com](mailto:celanese@lucid-is.com)  
Offer Website: <https://deals.lucid-is.com/celanese/>  
Tel: +44 2077040880  
Attention: Arlind Bytyqi

The Dealer Managers for the Tender Offer are:

**Citigroup Global Markets Inc.**  
388 Greenwich Street, Trading  
4th Floor  
New York, New York 10013  
Attn: Liability Management  
Group  
Collect: (212) 723-6106  
Toll-Free: (800) 558-3745

**Merrill Lynch International**  
2 King Edward Street  
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Attention: Liability Management

This news release is for informational purposes only and does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful. The Tender Offer is only being made pursuant to the Offer to Purchase.

The distribution of announcement release in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required by each of the Company, Celanese, the Dealer Managers and the Tender and Information Agent to inform themselves about and to observe any such restrictions.

#### **OFFER AND DISTRIBUTION RESTRICTIONS**

Neither this news release nor the Offer to Purchase constitutes an invitation to participate in the Tender Offer in or from any jurisdiction in or from which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such

participation under applicable securities laws and regulations. The distribution of this news release and the Offer to Purchase in certain jurisdictions may be restricted by laws and regulations. Persons into whose possession this news release or the Offer to Purchase comes are required by each of the Company, Celanese, the Dealer Managers and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.

### ***United Kingdom***

The communication of this news release and any other documents or materials relating to the Tender Offer is not being made, and such documents or materials have not been approved, by an authorized person for the purposes of Section 21 of the Financial Services and Markets Act 2000, as amended (the "FSMA"). Accordingly, such documents or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents or materials is exempt from the restriction on financial promotions under Section 21 of the FSMA on the basis that it is only directed at and may be communicated to (i) persons who have professional experience in matters relating to investments, being investment professionals as defined in Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order"); (ii) persons who fall within Article 43(2) of the Financial Promotion Order; or (iii) any other persons to whom these documents or materials may lawfully be made under the Financial Promotion Order. Any investment or investment activity to which this news release relates is available only to such persons or will be engaged only with such persons and other persons should not rely on it.

### ***Italy***

None of the Tender Offer, this news release or any other document or materials relating to the Tender Offer have been or will be submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa ("CONSOB") pursuant to Italian laws and regulations. The Tender Offer is being carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of Legislative Decree No. 58 of 24 February 1998, as amended (the "Financial Services Act") and article 35-bis, paragraph 3 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Holders or beneficial owners of the Notes that are located in Italy can tender Notes for purchase in the Tender Offer through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

### ***France***

The Tender Offer is not being made, directly or indirectly, to the public in the Republic of France ("France"). Neither this news release nor any other document or material relating to the Tender Offer has been or shall be distributed to the public in France and only qualified investors (investisseurs qualifiés) within the meaning of Article 2(e) of the Regulation (EU) 2017/1129 (the "Prospectus Regulation"), are eligible to participate in the Tender Offer. This news release has not been and will not be submitted for clearance to nor approved by the Autorité des Marchés Financiers.

## **General**

This news release does not constitute an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes in the Tender Offer will not be accepted from Holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer and any Dealer Manager or any of the Dealer Managers' respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by such Dealer Manager or affiliate, as the case may be, on behalf of the Company in such jurisdiction.

In addition to the representations referred to above in respect of the United States, each Holder participating in the Tender Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in "The Offer—Procedures for Participating in the Offer" in the Offer to Purchase. Any tender of Notes for purchase pursuant to the Tender Offer from a Holder that is unable to make these representations will not be accepted. Each of the Company, each Dealer Manager and the Tender and Information Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Tender Offer, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender shall not be accepted.

## **About Celanese**

*Celanese Corporation is a global chemical leader in the production of differentiated chemistry solutions and specialty materials used in most major industries and consumer applications. Our businesses use the full breadth of Celanese's global chemistry, technology and commercial expertise to create value for our customers, employees, shareholders and the corporation. As we partner with our customers to solve their most critical business needs, we strive to make a positive impact on our communities and the world through The Celanese Foundation.*

### **Contacts:**

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**Forward-Looking Statements:** This release may contain "forward-looking statements," which include information concerning the completion of the Tender Offer, 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 Celanese 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 results expressed or implied by the forward-looking statements contained in this release. Numerous other factors, many of which are beyond Celanese's control, could cause actual results to differ materially from those expressed as forward-looking statements. Other risk factors include those that are discussed in Celanese's filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date on which it is made, and Celanese 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.