

**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): **March 5, 2025**

CELANESE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware

001-32410

98-0420726

(State or other jurisdiction
of incorporation)

(Commission File
Number)

(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>
Common Stock, par value \$0.0001 per share	CE	The New York Stock Exchange
4.777% Senior Notes due 2026	CE /26A	The New York Stock Exchange
2.125% Senior Notes due 2027	CE /27	The New York Stock Exchange
0.625% Senior Notes due 2028	CE /28	The New York Stock Exchange
5.337% Senior Notes due 2029	CE /29A	The New York Stock Exchange

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 March 5, 2025, Celanese Corporation (“Celanese”) issued a press release announcing that Celanese US Holdings LLC, a direct wholly-owned subsidiary of Celanese (the “Company”), has commenced cash tender offers (the “Tender Offers”) to purchase up to an aggregate principal amount not to exceed €500 million of its outstanding 4.777% Senior Notes due 2026 and up to an aggregate principal amount not to exceed \$250 million of its outstanding 6.415% Senior Notes due 2027. The Tender Offers are subject to the terms and conditions set forth in the Offer to Purchase, dated March 5, 2025.

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

Exhibit Number	Description
99.1	Press Release dated March 5, 2025 announcing commencement of the Tender Offers.
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/ Ashley B. Duffie

Name: Ashley B. Duffie

Title: Senior Vice President, General Counsel and Corporate Secretary

Date: March 5, 2025

Celanese Announces Cash Tender Offers for up to €500 Million Aggregate Principal Amount of 4.777% Senior Notes due 2026 and \$250 Million Aggregate Principal Amount of 6.415% Senior Notes due 2027

Wednesday, March 5, 2025

DALLAS--(BUSINESS WIRE)-- Celanese Corporation (NYSE: CE) (“Celanese”), a global chemical and specialty materials company, today announced that its direct wholly-owned subsidiary Celanese US Holdings LLC (the “Company”) has commenced offers to purchase for cash any validly tendered (and not validly withdrawn) and accepted notes in an aggregate principal amount of up to (i) €500,000,000 of 4.777% Senior Notes due 2026 (the “EUR Notes”) and (ii) \$250,000,000 of 6.415% Senior Notes due 2027 (the “USD Notes,” and together with the EUR Notes, the “Notes”) (which, in each case subject to applicable law, may be increased or decreased in the sole discretion of the Company (such amount for the applicable series of Notes, as the same may be increased or decreased, the “Series Cap”)) as described in the table below (the “Tender Offers”).

The Tender Offers are being made upon the terms and subject to the conditions set forth in the offer to purchase dated March 5, 2025 (the “Offer to Purchase”). Notes purchased in the Tender Offers will be retired and cancelled. Terms not defined in this announcement have the meanings given to them in the Offer to Purchase. Copies of the Offer to Purchase are available to holders through the information and tender agent, D.F. King, at (212) 269-5550 (for banks and brokers) or (800) 207-3159 (all others, toll-free) in New York, or +44 (0)207 920 9700, in London or by email at CE@dfking.com.

Title of Security ^(a)	ISIN / CUSIP	Outstanding Principal Amount	Series Cap ^(e)	Interpolated Mid-Swap Rate / Reference Security ^(d)	Bloomberg Reference Page	Early Tender Payment (per €1,000 or \$1,000, as applicable) ^(c)	Fixed Spread (basis points) ^(f)
4.777% Senior Notes due 2026 (the “EUR Notes”)	XS2497520705	€1,000,000,000	€500,000,000	Interpolated Mid-Swap Rate	IRSB EU	€50	60
6.415% Senior Notes due 2027 (the “USD Notes”) ^(b)	US15089QAM69 / 15089QAM6	\$2,000,000,000	\$250,000,000	4.125% UST due 02/28/2027	FIT 1	\$50	105

- (a) The Notes are guaranteed on a senior basis by Celanese and by each of the Company’s current and future domestic subsidiaries that guarantee the Company’s obligations under its senior credit facilities. As of the next interest payment date, the interest rate payable on the EUR Notes will be 5.277% and the interest rate payable on the USD Notes will be 6.665%.
- (b) As of the date of the Offer to Purchase, the interest rate payable on the USD Notes has increased by 0.250% from the original stated coupon of 6.165%.
- (c) The Series Cap represents the maximum aggregate principal amount of each series of Notes that will be purchased. The Company reserves the right, but is under no obligation, to increase, decrease or eliminate either or both Series Caps at any time, including at or after the Price Determination Time (as defined herein), subject to applicable law.
- (d) The Interpolated Mid-Swap Rate will be used to calculate the applicable Total Consideration (as defined below) payable for the EUR Notes, and the Reference Security will be used to calculate the applicable Total Consideration payable for the USD Notes. The Total Consideration payable pursuant to the Tender Offers will be calculated and determined as set forth in the Offer to Purchase.
- (e) Payable in cash per each €1,000 or \$1,000 principal amount, as applicable, of the specified series of Notes validly tendered and not validly withdrawn at or prior to the Early Tender Time (as defined below) and accepted

for purchase. The Total Consideration, when calculated and determined in the manner set forth in the Offer to Purchase, already includes the Early Tender Payment (as defined below).

- (f) The applicable Fixed Spread will be used to calculate the applicable Total Consideration payable for each series of Notes, which already includes the Early Tender Payment. The Total Consideration payable pursuant to the Tender Offers will be calculated and determined as set forth in the Offer to Purchase.

The Tender Offers will expire at 5:00 p.m., New York City time, on April 2, 2025, unless extended or earlier terminated (such time and date, as the same may be extended, the “Expiration Time”). Holders must validly tender and not validly withdraw their Notes prior to 5:00 p.m., New York City time, on March 18, 2025, unless extended (such time and date, as the same may be extended, the “Early Tender Time”), to be eligible to receive the applicable Total Consideration (as defined below) which already includes an amount in cash (the “Early Tender Payment”) equal to the applicable amount set forth in the table above under the heading “Early Tender Payment”, plus accrued and unpaid interest. Holders who validly tender their Notes after the Early Tender Time but at or prior to the Expiration Time will be eligible to receive only the applicable Tender Offer Consideration (as defined below), which is an amount equal to the applicable Total Consideration minus the applicable Early Tender Payment.

Notes tendered may be withdrawn at any time prior to, but not after, 5:00 p.m., New York City time, on March 18, 2025 (such time and date, as it may be extended, the “Withdrawal Deadline”). The Tender Offers are subject to the satisfaction of certain conditions, as set forth in the Offer to Purchase; these conditions include the “Financing Condition”, by which is meant the completion of a concurrent offering by the Company of new debt securities that closes no later than the Early Settlement Date (as defined below), on terms satisfactory to the Company (in its discretion), including but not limited to the amount of net proceeds raised by such offering being sufficient to effect the repurchase of the Notes validly tendered and accepted for purchase pursuant to the Tender Offers.

The aggregate purchase price plus accrued and unpaid interest for Notes that are validly tendered and not validly withdrawn before the Early Tender Time and accepted for purchase will be paid by the Company in same day funds promptly following the Early Tender Time (the “Early Settlement Date”). The Company expects that the Early Settlement Date will be March 21, 2025, the third business day following the Early Tender Time. The aggregate purchase price plus accrued and unpaid interest for Notes that are validly tendered after the Early Tender Time and before the Expiration Time and accepted for purchase will be paid by the Company in same day funds promptly following the Expiration Time (the “Final Settlement Date”). The Company expects that the Final Settlement Date will be April 4, 2025, the second business day after the Expiration Time, assuming the applicable Series Cap with respect to a series of Notes is not reached at the Early Tender Time. No tenders will be valid if submitted after the Expiration Date.

The Company will only accept for purchase an amount of Notes of each series with an aggregate principal amount that will not exceed the Series Cap with respect to such series of Notes. Subject to applicable law, the Offeror reserves the right, but is under no obligation to, increase, decrease, or eliminate the Series Cap with respect to a series of Notes at any time, including at or after the Price Determination Time, without extending the Withdrawal Deadline or otherwise reinstating withdrawal rights of Holders. As more fully described in the Offer to Purchase, if the Series Cap with respect to a series of Notes is reached at or prior to the Early Tender Time, no Notes of such that are tendered after the Early Tender Time will be accepted for purchase, unless we increase the applicable Series Cap.

The purchase of any series of Notes is not conditioned upon the purchase of any other series of Notes. Any Notes validly tendered (and not validly withdrawn) and accepted for purchase may be subject to proration as described in the Offer to Purchase. Holders of Notes that are validly tendered and not validly withdrawn at or prior to the Early Tender Time and that are accepted for purchase will receive the applicable “Total Consideration”, which already includes the Early Tender Payment for the applicable series of Notes set forth in the table above.

Holders of any Notes that are validly tendered after the Early Tender Time but at or before the Expiration Time and that are accepted for purchase will receive the applicable Total Consideration minus the Early Tender Payment. The

applicable Total Consideration minus the applicable Early Tender Payment is referred to as the “Tender Offer Consideration”.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold their Notes as to when such intermediary needs to receive instructions from a holder in order for that holder to be able to participate in the Tender Offers before the deadlines specified herein and in the Offer to Purchase. The deadlines set by the clearing system for the submission and withdrawal of tender instructions will also be earlier than the relevant deadlines specified herein and in the Offer to Purchase.

Holders of EUR Notes who do not have access to an account, as described above, in either Euroclear or Clearstream, Luxembourg (either directly or through a direct participant or other intermediary), or who do not transfer the EUR Notes which they wish to tender to a direct participant in either clearing system, will not be able to submit a EUR Tender Instruction (as defined in the Offer to Purchase) to the Information and Tender Agent and will not be eligible to participate in the Tender Offers in the manner specified in the Offer to Purchase.

The Offeror has retained J.P. Morgan Securities plc as Lead Dealer Manager for the EUR Notes and J.P. Morgan Securities LLC as Lead Dealer Manager for the USD Notes, and BofA Securities and HSBC Securities (USA) Inc. as Co-Dealer Managers for the Tender Offers (collectively, the “Dealer Managers”). The Offeror has retained D.F. King as the Information and Tender Agent for the Tender Offers.

For additional information regarding terms and conditions of the Tender Offers please contact: J.P. Morgan Securities plc at +44 20 7134 2468 (collect) or J.P. Morgan Securities LLC at +1 (866) 834-4666 (toll-free) or +1 (212) 834-3554 (collect). Requests for documents and questions regarding tendering of securities may be directed to D.F. King at +1 (212) 269-5550 (for banks and brokers only) or +1 (800) 207-3159 (for all others, toll-free) in New York, or +44 (0)207 920 9700, in London, by email at CE@dfking.com or to J.P. Morgan Securities plc or J.P. Morgan Securities LLC at their respective telephone numbers. Copies of the Offer to Purchase and other documents relating to the Tender Offers may also be obtained at <https://clients.dfkingltd.com/CE>.

General

This announcement is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The Tender Offers are made only by the Offer to Purchase, and the information in this announcement is qualified by reference to the Offer to Purchase dated March 5, 2025. There is no separate letter of transmittal in connection with the Offer to Purchase. None of the Company, Celanese, the Celanese Board of Directors, the Dealer Managers, the Tender Agent and Information Agent or the trustees with respect to any Notes is making any recommendation as to whether holders should tender any Notes in response to the Tender Offers, and neither Company nor any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to tender any of their Notes, and, if so, the principal amount of Notes to tender.

Non-U.S. Distribution Restrictions

United Kingdom. The communication of this announcement, the Offer to Purchase and any other documents or materials relating to the Tender Offers is not being made by and such documents and/or materials have not been approved by an **authorised person** for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”). Accordingly, such documents and/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 and/or materials is exempt from the restriction on financial promotions under section 21(1) of the FSMA on the basis that it is only directed at and may only be communicated to: (1) persons who are outside of the United Kingdom; (2) investment professionals falling within the definition contained in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); (3) those persons who are existing members or creditors of the Company or other persons falling within Article 43(2) of the Order; or (4) any other persons to whom such documents and/or materials may lawfully be communicated in accordance with the Order (all such persons together being referred to as “relevant persons”). This announcement, the Offer to Purchase and any other documents or

materials relating to the Tender Offers are only available to relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Italy. None of the Tender Offers, this announcement, the Offer to Purchase or any other documents or materials relating to the Tender Offers have been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to applicable Italian laws and regulations. The Tender Offers are being carried out in the Republic of Italy (“**Italy**”) as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Holders or beneficial owners of the Notes that are resident or located in Italy can tender their Notes for purchase through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with any other applicable laws and regulations and with any requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Offer to Purchase.

France. The Tender Offers are not being made, directly or indirectly, in the Republic of France (other than to qualified investors as described below). This announcement, the Offer to Purchase and any other document or material relating to the Tender Offers have only been, and shall only be, distributed in the Republic of France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). None of this announcement, the Offer to Purchase nor any other documents or materials relating to the Tender Offers have been or will be submitted for clearance to the *Autorité des marchés financiers*.

Belgium. None of this announcement, the Offer to Purchase nor any other documents or materials relating to the Tender Offers have been, or will be, submitted or notified to, or approved or recognized by, the Belgian Financial Services and Markets Authority (“*Autorité des services et marchés financiers*”/“*Autoriteit voor Financiële Diensten en Markten*”). The Tender Offers are not being made in Belgium by way of a public offering within the meaning of Articles 3, §1, 1^o and 6, §1 of the Belgian Law of 1 April 2007 on public takeover bids (“*loi relative aux offres publiques d’acquisition*”/ “*wet op de openbare overnamebiedingen*”), as amended or replaced from time to time. Accordingly, the Tender Offers may not be, and are not being, advertised and the Tender Offers will not be extended and this announcement, the Offer to Purchase and any other documents or materials relating to the Tender Offers (including any memorandum, information circular, brochure or any similar documents) may not, have not, and will not, be distributed or made available, directly or indirectly, to any person in Belgium other than to “**qualified investors**” (“*investisseur qualifié*”/“*gekwalificeerde belegger*”) within the meaning of Article 2(e) of the Prospectus Regulation acting on their own account. Insofar as Belgium is concerned, the Tender Offers are made only to qualified investors, as this term is defined above. Accordingly, the information contained in this announcement, the Offer to Purchase or in any other documents or materials relating to the Tender Offers may not be used for any other purpose or disclosed or distributed to any other person in Belgium.

Legal Notices

None of the Dealer Managers (nor any of their respective directors, officers, employees, agents or affiliates) has any role in relation to any part of the Tender Offers made to Holders that are not Relevant Holders, where “**Relevant Holders**” means:

- (i) a Holder of EUR Notes that is:
 - (a) if resident or located in a member state of the European Union (the “EU”), an “eligible counterparty” or a “professional client”, each as defined in Directive No. 2014/65/EU on markets in financial instruments (as amended from time to time);
 - (b) if resident or located in the UK, an “eligible counterparty”, as defined in the FCA Handbook Conduct of Business Sourcebook, or a “professional client” as defined in point (8) of Article 2(1) of Regulation (EU)

No. 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018; or

(c) if resident or located in a jurisdiction outside of the EU and the UK, an institutional holder under applicable local law and not a retail holder; or

(ii) a Holder of the USD Notes.

This announcement is for informational purposes only and is not an offer to sell or purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to any securities. There will be no sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

This announcement does not describe all the material terms of the Tender Offers and no decision should be made by any Holder on the basis of this announcement. The terms and conditions of the Tender Offers are described in the Offer to Purchase. This announcement must be read in conjunction with the Offer to Purchase. The Offer to Purchase contains important information which should be read carefully before any decision is made with respect to the Tender Offers. If any Holder is in any doubt as to the contents of this announcement, or the Offer to Purchase, or the action it should take, it is recommended that the Holder seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Tender Offers.

None of the Company, the Dealer Managers or their affiliates, their respective boards of directors, the Information and Tender Agent, the trustee with respect to the USD Notes or any of their respective affiliates makes any recommendation, or has expressed an opinion, as to whether or not Holders should tender their Notes, or refrain from doing so, pursuant to the Tender Offers. Each Holder should make its own decision as to whether to tender its Notes and if so, the principal amount of the Notes to tender.

The Company has not filed this announcement or the Offer to Purchase with, and they have not been reviewed by, any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Tender Offers, and it is unlawful and may be a criminal offense to make any representation to the contrary.

The Offer to Purchase does not constitute an offer to purchase Notes in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities or blue sky laws. The distribution of the Offer to Purchase in certain jurisdictions is restricted by law. Persons into whose possession the Offer to Purchase comes are required by each of the Company, the Dealer Managers, the Information and Tender Agent to inform themselves about, and to observe, any such restrictions.

About Celanese

Celanese Corporation is a global leader in chemistry, producing specialty material solutions used across most major industries and consumer applications. Our businesses use our chemistry, technology and commercial expertise to create value for our customers, employees and shareholders. We support sustainability by responsibly managing the materials we create and growing our portfolio of sustainable products to meet customer and societal demand. We strive to make a positive impact in our communities and to foster inclusivity across our teams. Celanese Corporation is a Fortune 500 company that employs approximately 12,200 employees worldwide with 2024 net sales of \$10.3 billion.

Forward-Looking Statements

This announcement may contain “forward-looking statements,” which include information concerning the expected timing of the Tender Offers, our ability to complete the Tender Offers, other terms of the Tender Offers including the Financing Condition and the other conditions set forth in the Offer to Purchase, the successful completion of the concurrent notes offering, and other information that is not historical information. All forward-looking statements are based upon current expectations and beliefs and various assumptions. There can be no assurance that 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 results expressed or implied by the forward-looking statements contained in this announcement. 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 neither the Company nor Celanese undertake any 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.

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Source: Celanese Corporation