

Celanese Corp  
Form 8-K  
April 30, 2019

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 30, 2019 (April 29, 2019)  
CELANESE CORPORATION  
(Exact name of registrant as specified in its charter)

|                                                                    |                             |                                            |
|--------------------------------------------------------------------|-----------------------------|--------------------------------------------|
| DELAWARE                                                           | 001-32410                   | 98-0420726                                 |
| (State or other jurisdiction<br>of incorporation)                  | (Commission File<br>Number) | (IRS<br>Employer<br>Identification<br>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 |                             |                                            |

(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))

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 1.01 Entry into a Material Definitive Agreement.

On April 29, 2019, Celanese Corporation (“Celanese”), its wholly-owned subsidiary Celanese US Holdings LLC (the “Issuer”), and certain subsidiaries of the Issuer (the “Subsidiary Guarantors” and, together with Celanese and the Issuer, the “Company Parties”), entered into an Underwriting Agreement with Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the other several underwriters named in Schedule A thereto (collectively, the “Underwriters”), and the Underwriters, providing for the offer and sale by the Issuer of \$500,000,000 aggregate principal amount of 3.500% Senior Notes due 2024 (the “Notes”). The offering of the Notes was registered under the Securities Act of 1933, as amended, and is being made pursuant to the Registration Statement on Form S-3, Reg. No. 333-216005, and the Prospectus included therein, filed by the Company Parties with the Securities and Exchange Commission (the “Commission”) on February 10, 2017, the related Prospectus Supplement dated April 29, 2019, and the Free Writing Prospectus accepted for filing by the Commission on April 29, 2019.

In addition, the Issuer has given notice to Wells Fargo Bank, National Association, as trustee, to initiate the full redemption of the Issuer's 3.250% Senior Notes due 2019, which are being repaid with the proceeds of the offering of the Notes.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number Description

- |     |                                                                                                                                                                                                                                                                                                                                                                           |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1 | <u>Underwriting Agreement, dated April 29, 2019, by and among Celanese US Holdings LLC, Celanese Corporation, the Subsidiary Guarantors, the several underwriters named therein, and Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, as representatives of the other underwriters named therein</u> |
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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  
Vice President,  
Deputy General  
Title: Counsel and  
Corporate  
Secretary

Date: April 30, 2019