

Celanese Corp
Form 8-A12B
November 05, 2018

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

FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Celanese Corporation
(Exact name of registrant as specified in its charter)

Delaware 98-0420726
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

222 W. Las Colinas Blvd., Suite 900N,
Irving, Texas 75039
(Address of Principal Executive Offices) (Zip Code)

(FOR CO-REGISTRANTS, PLEASE SEE "TABLE OF CO-REGISTRANTS" ON THE FOLLOWING PAGE)

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

Title Name of
of each exchange
each class on which
to be registered
be so registered
registered

2.125%
Senior New York
Notes Stock
Due Exchange
2027

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates (if applicable): 333-216005

Securities to be registered pursuant to Section 12(g) of the Act: None

(Title of Class)

TABLE OF CO-REGISTRANTS

| Exact Name as Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number | Address, including Zip Code and Telephone Number of Principal Executive Offices |
|--|--|---------------------------------------|---|
| Celanese US Holdings LLC* | Delaware | 20-1206848 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| Celanese Americas LLC | Delaware | 22-1862783 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| Celanese Acetate LLC | Delaware | 56-2051387 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| Celanese Chemicals, Inc. | Delaware | 13-2916623 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| CNA Holdings LLC | Delaware | 13-5568434 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| Celanese International Corporation | Delaware | 75-2622529 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| Celtran, Inc. | Delaware | 56-0818166 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| KEP Americas Engineering Plastics, LLC | Delaware | 22-3537574 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| Ticona Fortron Inc. | Delaware | 22-3140276 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| Ticona Polymers, Inc. | Delaware | 13-3313358 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| Ticona LLC | Delaware | 22-3546190 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| Celanese Global Relocation LLC | Delaware | 41-2243055 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| Celanese Ltd. | Texas | 75-2622526 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |
| Celanese Sales U.S. Ltd. | Texas | 47-4261191 | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039 972-443-4000 |

* Celanese US Holdings LLC is the issuer of the debt securities registered hereby. The other listed co-registrants are guarantors of the debt securities.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Celanese Corporation (the "Registrant") has filed with the Securities and Exchange Commission (the "SEC") a prospectus supplement dated October 29, 2018 (the "Prospectus Supplement") to a prospectus dated February 10, 2017 (the "Prospectus"), relating to securities to be registered hereunder included in the Registrant's automatic shelf Registration Statement on Form S-3 (File No. 333-216005), which became automatically effective on February 10, 2017.

Item 1. Description of Registrant's Securities to be Registered.

The Registrant and the Co-Registrants on this registration statement (the "Co-Registrants") register hereunder €500,000,000 aggregate principal amount of 2.125% Senior Notes Due 2027 (the "Notes") issued by the Registrant's subsidiary, Celanese US Holdings LLC, a Co-Registrant on this registration statement. For a description of the securities to be registered hereunder, reference is made to the information under the heading "Description of Debt Securities and Guarantees" of the Prospectus dated February 10, 2017 (Registration No. 333-216005), as supplemented by the information under the heading "Description of Notes" in the Registrant's related Prospectus Supplement, dated October 29, 2018, filed by the Registrant with the SEC on October 30, 2018 (Registration No. 333-216005). Such information is incorporated herein by reference and made a part of this registration statement in its entirety. Copies of such descriptions will be filed with the New York Stock Exchange LLC.

Item 2. Exhibits.

Exhibit

Number Description

- Indenture, dated as of May 6, 2011, by and between Celanese US Holdings LLC and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed with the SEC on May 6, 2011).
- 4.1 National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed with the SEC on May 6, 2011).
- Form of Eighth Supplemental Indenture by and among Celanese US Holdings LLC, the Guarantors party thereto, Wells Fargo Bank, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, registrar and transfer agent.
- 4.2‡ Wells Fargo Bank, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, registrar and transfer agent.
- 4.3‡ Form of 2.125% Senior Note due 2027.
- Prospectus dated February 10, 2017, and Prospectus Supplement dated October 29, 2018, relating to the Notes
- 99.1 (incorporated by reference to the prospectus and prospectus supplement filed by the Registrant on October 30, 2018 (Registration No. 333-216005)).

‡ Filed herewith.

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.

Date: November 5, 2018

CELANESE CORPORATION

By: /s/ Scott A. Richardson

Name: Scott A. Richardson

Title: Senior Vice President and
Chief Financial Officer

CELANESE US HOLDINGS LLC

By: /s/ Scott A. Richardson

Name: Scott A. Richardson

Title: President

CELANESE AMERICAS LLC (f/k/a
Celanese Americas Corporation)

By: /s/ Chuck B. Kyrish

Name: Chuck B. Kyrish

Title: Vice President and Treasurer

CELANESE ACETATE LLC

By: /s/ Chuck B. Kyrish

Name: Chuck B. Kyrish

Title: Vice President and Treasurer

CELANESE CHEMICALS, INC.

By: /s/ Chuck B. Kyrish

Name: Chuck B. Kyrish

Title: Vice President and Treasurer

CNA HOLDINGS LLC (f/k/a CNA
HOLDINGS, INC.)

By: /s/ Chuck B. Kyrish

Name: Chuck B. Kyrish

Title: Vice President and Treasurer

CELANESE INTERNATIONAL
CORPORATION

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Vice President and Treasurer

CELTRAN, INC.

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Vice President and Treasurer

KEP AMERICA ENGINEERING
PLASTICS, LLC

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Vice President and Treasurer

TICONA FORTRON INC.

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Vice President and Treasurer

TICONA POLYMERS, INC.

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Vice President and Treasurer

TICONA LLC

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Vice President and Treasurer

CELANESE GLOBAL RELOCATION
LLC

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Vice President and Treasurer

CELANESE LTD.

By: CELANESE INTERNATIONAL
CORPORATION as General Partner

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Vice President and Treasurer

CELANESE SALES LTD.

By: CELANESE INTERNATIONAL
CORPORATION as General Partner

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Vice President and Treasurer