

Celanese CORP
Form 8-K
April 29, 2011

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 29, 2011

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.)

1601 West LBJ Freeway, Dallas, Texas 75234-6034

(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (972) 443-4000

Not Applicable

(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))

Item 7.01

Regulation FD Disclosure.*

On April 29, 2011, Celanese Corporation (company) filed a shelf registration statement on Form S-3 with the Securities and Exchange Commission (SEC). The registration statement, which became effective upon filing with the SEC, replaces the company's previously filed shelf which had expired, and permits the company and certain of its subsidiaries, from time to time, to offer and sell common shares, preferred shares and debt securities. The terms of any offering by the company under the registration statement will be established at the time of the offering and will be described in a prospectus supplement. The registration statement is intended to provide the company with additional flexibility to access the capital markets for future growth, debt repayment and general corporate purposes, subject to market conditions and the company's capital needs, and does not reflect a change in its financing strategy. The company is not required to offer any of the securities authorized under the registration statement in the future.

The company has no current plans to offer or sell any of its common or preferred shares, or other equity-linked securities.

Forward-Looking Statements

The disclosures in this Current Report on Form 8-K contain or may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and other statutes, which include information concerning the company's plans, objectives, goals, strategies, financing plans and other information that is not historical information. When used in this release, the words "outlook," "forecast," "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," "may," "can," "could," "might," "will" 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 the 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 in the forward-looking statements contained in this Current Report, including factors discussed from time to time in the company's filings with the SEC. Any forward-looking statement speaks only as of the date on which it is made, and the company 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.

- * The information in this Item 7.01 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liabilities of such section. The information in this Current Report shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

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
Title: Vice President, Deputy
 General Counsel and
 Assistant Corporate
 Secretary

Date: April 29, 2011

