

Celanese CORP
Form 8-K
October 26, 2010

**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): October 26, 2010

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))
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Item 7.01 Regulation FD Disclosure.

On September 15, 2010, Celanese US Holdings LLC (the Issuer), a wholly-owned subsidiary of Celanese Corporation (the Parent Guarantor), issued \$600 million of senior notes due 2018 (the Notes) pursuant to an exemption from registration under the Securities Act of 1933, as amended (the Securities Act). The Notes are guaranteed by the Parent Guarantor and substantially all of its US subsidiaries (the Subsidiary Guarantors). Under the indenture, dated September 24, 2010, between the Issuer and Wells Fargo Bank, N.A. as trustee (the Indenture), the Issuer is required to provide to the Securities and Exchange Commission (SEC) certain financial information described in Rule 3-10 of Regulation S-X promulgated under the Securities Act. In connection with this reporting requirement, the consolidating financial statements for the Parent Guarantor, the Issuer, the Subsidiary Guarantors and the non-guarantors are being furnished as Exhibit 99.1 to this Current Report on Form 8-K (Form 8-K) and are incorporated herein by reference in their entirety.

The information in this Item 7.01 of this Form 8-K should be read in conjunction with the Parent Guarantor s Quarterly Report on Form 10-Q filed with the SEC on October 26, 2010.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Description |
|----------------|---|
| 99.1 | Consolidated Financial Statements for Parent Guarantor* |

* In connection with the disclosure set forth in Item 7.01, the information in this Current Report, including the exhibits attached hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of such section. The information in this Current Report, including the

exhibits, 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: October 26, 2010

Exhibit Index

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