

Item 1.01 Entry into a Material Definitive Agreement.

Completion of Offering of 2.125% Senior Notes due 2027 by Celanese US Holdings LLC

On November 5, 2018, Celanese US Holdings LLC (“Celanese US”), a wholly owned subsidiary of Celanese Corporation (the “Company”), completed its registered offering of €500,000,000 of 2.125% Senior Notes due 2027 (the “Notes”). The Notes have been issued under an Indenture, dated as of May 6, 2011 (the “Base Indenture”), among the Company, Celanese US, and Wells Fargo Bank, National Association, as trustee (the “Trustee”), as amended by an Eighth Supplemental Indenture, dated November 5, 2018 (the “Eighth Supplemental Indenture” and, together with the Base Indenture, the “Indenture”), among the Company, Celanese US, certain subsidiaries of Celanese US (the “Subsidiary Guarantors”), the Trustee, and Deutsche Bank Trust Company Americas, as paying agent, registrar and transfer agent.

Net proceeds from the sale of the Notes will be used to repay the Company's senior unsecured term loan due 2021 of which \$462,500,000 is currently outstanding and, any amounts not so used, will be used for general corporate purposes.

The Notes bear interest at a rate of 2.125% per year, payable annually in arrears. Celanese US's obligations under the Notes are guaranteed on a senior unsecured basis by the Company and, initially, the Subsidiary Guarantors.

Upon the occurrence of a change of control with a ratings decline, the holders of the Notes will have the right to require Celanese US to make an offer to repurchase each holder's Notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest.

The Indenture contains covenants limiting, among other things, the Company and the Subsidiary Guarantors' ability to create liens, enter into sales-leaseback transactions, merge or consolidate, sell or otherwise dispose of all or substantially all of the Company's assets. The Indenture also contains customary events of default.

The foregoing description does not constitute a complete summary of the terms of the Notes, the Base Indenture and the Eighth Supplemental Indenture and is qualified in its entirety by reference to the copy of the Base Indenture previously filed as Exhibit 4.2 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on May 6, 2011 and the copies of the form of Note and the Eighth Supplemental Indenture filed as Exhibits 4.1 and 4.2, respectively, to this Current Report, which are each incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number Description

4.1 Form of 2.125% Senior Note due 2027 (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form 8-A (File No. 001-32410) filed with the SEC on November 5, 2018).

4.2 Eighth Supplemental Indenture, dated as of November 5, 2018, among Celanese US Holdings LLC, Celanese Corporation, the subsidiary guarantors party thereto, Wells Fargo Bank, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, registrar and transfer agent.

5.1 Opinion of Gibson, Dunn & Crutcher LLP, dated November 5, 2018.

23.1 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).

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
Corporate
Secretary

Date: November 5, 2018