



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 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 & Smith Incorporated, as representatives of the other underwriters named therein

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