

Celanese Corp
Form 8-A12B
September 26, 2014
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
(State or other jurisdiction
of incorporation)

98-0420726
(IRS Employer
Identification No.)

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

75039
(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 of each class
to be so registered

Name of each exchange on which
each class is to be registered

3.25% Notes Due 2019

New York Stock Exchange

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

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. o

Securities Act registration statement file number to which this form relates: 333-193834

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

(Title of Class)

Edgar Filing: Celanese Corp - Form 8-A12B

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 |
| CNA Funding LLC | Delaware | 22-38474453 | 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 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 September 10, 2014 (the "Prospectus Supplement") to a prospectus dated February 7, 2014 (the "Prospectus"), relating to securities to be registered hereunder included in the Registrant's automatic shelf Registration Statement on Form S-3 (File No. 333-193834), which became automatically effective on February 7, 2014.

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 €300,000,000 aggregate principal amount of 3.250% Notes Due 2019 (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 7, 2014 (Registration No. 333-193834), as supplemented by the information under the heading "Description of Notes" in the Registrant's related Prospectus Supplement, dated September 10, 2014, filed by the Registrant with the SEC on September 12, 2014 (Registration No. 333-193834). 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, Inc.

Item 2. Exhibits.

Exhibit

| Number | Description |
|--------|--|
| 4.1 | 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). |
| 4.2 | Third Supplemental Indenture, dated as of September 24, 2014, by and among the Celanese US Holdings LLC, the Guarantors party thereto, Wells Fargo Bank, National Association, as trustee, Deutsche Bank Trust Company Americas, as paying agent, and Deutsche Bank Luxembourg S.A., as registrar and transfer agent (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed with the SEC on September 25, 2014). |
| 4.3 | Specimen of 3.250% Senior Note Due 2019 (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed with the SEC on September 25, 2014). |
| 99.1 | Prospectus dated February 7, 2014, and Supplemental Prospectus dated September 10, 2014, relating to the Notes (incorporated by reference to the prospectus and prospectus supplement filed by the Registrant on September 12, 2014 (Registration No. 333-193834)). |

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: September 26, 2014

CELANESE CORPORATION

By: /s/ Christopher W. Jensen
Name: Christopher W. Jensen
Title: Senior Vice President, Finance
and Interim Chief Financial Officer

CELANESE US HOLDINGS LLC

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

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: Treasurer

CELANESE CHEMICALS, INC.

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: 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: Treasurer

CELTRAN, INC.

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Treasurer

CNA FUNDING LLC

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Treasurer

KEP AMERICA ENGINEERING PLASTICS, LLC

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Treasurer

TICONA FORTRON INC.

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Treasurer

TICONA POLYMERS, INC.

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Treasurer

TICONA LLC

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Treasurer

CELANESE GLOBAL RELOCATION LLC

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Treasurer

CELANESE LTD.

By: CELANESE INTERNATIONAL
CORPORATION as General Partner

By: /s/ Chuck B. Kyrish
Name: Chuck B. Kyrish
Title: Treasurer

Exhibit Index

| Exhibit Number | Description |
|----------------|--|
| 1.1 | 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). |
| 4.2 | Third Supplemental Indenture, dated as of September 24, 2014, by and among the Celanese US Holdings LLC, the Guarantors party thereto, Wells Fargo Bank, National Association, as trustee, Deutsche Bank Trust Company Americas, as paying agent, and Deutsche Bank Luxembourg S.A., as registrar and transfer agent (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed with the SEC on September 25, 2014). |
| 4.3 | Specimen of 3.250% Senior Note Due 2019 (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed with the SEC on September 25, 2014). |
| 99.1 | Prospectus dated February 7, 2014, and Supplemental Prospectus dated September 10, 2014, relating to the Notes (incorporated by reference to the prospectus and prospectus supplement filed by the Registrant on September 12, 2014 (Registration No. 333-193834)). |
| 5 | |