

Celanese Corp  
Form 8-A12B  
September 22, 2016

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 75039  
(Address of Principal Executive Offices) (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

1.125%  
Senior New York  
Notes Stock  
Due Exchange  
2023

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

Edgar Filing: Celanese Corp - Form 8-A12B

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.

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)

1

---

## 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<br>972-443-4000            |
| Celanese Americas LLC                  | Delaware   | 22-1862783                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| Celanese Acetate LLC                   | Delaware   | 56-2051387                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| Celanese Chemicals, Inc.               | Delaware   | 13-2916623                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| CNA Holdings LLC                       | Delaware   | 13-5568434                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| Celanese International Corporation     | Delaware   | 75-2622529                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| Celtran, Inc.                          | Delaware   | 56-0818166                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| KEP Americas Engineering Plastics, LLC | Delaware   | 22-3537574                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| Ticona Fortron Inc.                    | Delaware   | 22-3140276                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| Ticona Polymers, Inc.                  | Delaware   | 13-3313358                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| Ticona LLC                             | Delaware   | 22-3546190                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| Celanese Global Relocation LLC         | Delaware   | 41-2243055                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| Celanese Ltd.                          | Texas  | 75-2622526                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>972-443-4000            |
| Celanese Sales U.S. Ltd.               | Texas  | 47-4261191                            | 222 W Las Colinas Blvd., Suite 900N Irving, TX 75039<br>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 19, 2016 (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 €750,000,000 aggregate principal amount of 1.125% Senior Notes Due 2023 (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 19, 2016, filed by the Registrant with the SEC on September 21, 2016 (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‡ Form of Sixth Supplemental Indenture by and among Celanese US Holdings LLC, the Guarantors party thereto, Wells Fargo Bank, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, registrar and transfer agent.

4.3‡ Form of 1.125% Senior Note due 2023.

99.1 Prospectus dated February 7, 2014, and Prospectus Supplement dated September 19, 2016, relating to the Notes (incorporated by reference to the prospectus and prospectus supplement filed by the Registrant on September 21, 2016 (Registration No. 333-193834)).

---

‡ Filed herewith.

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 22, 2016

CELANESE CORPORATION

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

CELANESE US HOLDINGS LLC

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

CELANESE AMERICAS LLC (f/k/a  
Celanese Americas Corporation)

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

CELANESE ACETATE LLC

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

CELANESE CHEMICALS, INC.

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

CNA HOLDINGS LLC (f/k/a CNA  
HOLDINGS, INC.)

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer



CELANESE INTERNATIONAL  
CORPORATION

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

CELTRAN, INC.

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

KEP AMERICA ENGINEERING  
PLASTICS, LLC

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

TICONA FORTRON INC.

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

TICONA POLYMERS, INC.

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

TICONA LLC

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

CELANESE GLOBAL RELOCATION  
LLC

By: /s/ Jamie A. Beggs

Name: Jamie A. Beggs

Title: Vice President and Treasurer

3

---

CELANESE LTD.

By: CELANESE INTERNATIONAL  
CORPORATION as General Partner

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

CELANESE SALES LTD.

By: CELANESE INTERNATIONAL  
CORPORATION as General Partner

By: /s/ Jamie A. Beggs  
Name: Jamie A. Beggs  
Title: Vice President and Treasurer

4

---

Exhibit Index

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‡ Form of Sixth Supplemental Indenture by and among Celanese US Holdings LLC, the Guarantors party thereto, Wells Fargo Bank, National Association, as trustee, and Deutsche Bank Trust Company Americas, as paying agent, registrar and transfer agent.

4.3‡ Form of 1.125% Senior Note due 2023.

99.1 Prospectus dated February 7, 2014, and Prospectus Supplement dated September 19, 2016, relating to the Notes (incorporated by reference to the prospectus and prospectus supplement filed by the Registrant on September 21, 2016 (Registration No. 333-193834)).

---

‡ Filed herewith.