

Celanese CORP
Form SC TO-I
March 06, 2007

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

CELANESE CORPORATION
(Name of Subject Company (Issuer))

**CELANESE CORPORATION
CELANESE INTERNATIONAL HOLDINGS LUXEMBOURG S.À R.L.**
(Names of Filing Persons (identifying status as offeror, issuer or other person))

Series A Common Stock, \$0.0001 par value
(Title of Class of Securities)

150870 10 3
(CUSIP Number of Class of Securities)

CURTIS S. SHAW, Esq.
Executive Vice President, General Counsel and Secretary
1601 West LBJ Freeway
Dallas, Texas 75234-6034
(972) 443-4000

*(Name, address and telephone number of person authorized to receive notices
and communications on behalf of filing persons)*

Copy to:

BARBARA L. BECKER, Esq.
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, New York 10166-0193
(212) 351-4000

JAMES J. MOLONEY, Esq.
Gibson, Dunn & Crutcher LLP
4 Park Plaza
Irvine, California 92614-8557
(949) 451-3800

Calculation of Filing Fee

Transaction Valuation*

\$344,016,912

Amount of Filing Fee**

\$10,561.32

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the purchase of 11,279,243 shares of Series A Common Stock, \$0.0001 par value, at the maximum tender offer price of \$30.50 per share.

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- ** The Amount of Filing Fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$30.70 for each \$1,000,000 of the value of the transaction.
- o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	N/A	Filing Party:	N/A
Form or Registration No.:	N/A	Date Filed:	N/A

- o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- o third party tender offer subject to Rule 14d-1.
- o issuer tender offer subject to Rule 13e-4.
- o going-private transaction subject to Rule 13e-3.
- o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. o

SCHEDULE TO

This Tender Offer Statement on Schedule TO relates to the offer by Celanese Corporation, a Delaware corporation, through its wholly owned subsidiary, Celanese International Holdings Luxembourg S.à r.l., a Luxembourg limited liability company (CIH), to purchase up to 11,279,243 shares, or such lesser number as are properly tendered and not properly withdrawn, of its Series A Common Stock, par value \$0.0001 per share (the Common Stock), at a price not greater than \$30.50 nor less than \$28.00 per share, net to the seller in cash, less any applicable withholding taxes and without interest. Celanese Corporation's offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 6, 2007 (the Offer to Purchase) and in the related Letter of Transmittal, copies of which are attached to this Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively (which together, as amended or supplemented from time to time, constitute the Offer). The information contained in the Offer is incorporated herein by reference in response to all of the items of this Schedule TO as more particularly described below. This Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

Item 1. Summary Term Sheet.

The information set forth in the section captioned Summary Term Sheet in the Offer to Purchase is incorporated herein by reference.

Item 2. Subject Company Information.

(a) *Name and Address:* The name of the subject company is Celanese Corporation. The principal executive office of Celanese Corporation is located at 1601 W. LBJ Freeway, Dallas, Texas 75234-6034 and its telephone number is (972) 443-4000. The information set forth in Section 10 (Certain Information Concerning Us) of the Offer to Purchase is incorporated herein by reference.

(b) *Securities:* The information set forth in the section of the Offer to Purchase captioned Introduction is incorporated herein by reference.

(c) *Trading Market and Price:* The information set forth in the section captioned Introduction in the Offer to Purchase is incorporated herein by reference. Section 8 (Price Range of Shares; Dividends) of the Offer to Purchase is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

(a) *Name and Address:* The name of the filing persons are Celanese Corporation and CIH. The principal executive office of Celanese Corporation is located at 1601 W. LBJ Freeway, Dallas, Texas 75234-6034 and its telephone number is (972) 443-4000. The business address of CIH is 9, rue Sainte Zithe, L-2763 Luxembourg and its telephone number is +352-268-90120. The information set forth in Section 10 (Certain Information Concerning Us) and Section 11 (Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares) in the Offer to Purchase is incorporated herein by reference.

Item 4. Terms of the Transaction.

(a) *Material Terms:* The information set forth in the sections of the Offer to Purchase captioned Introduction and Summary Term Sheet is incorporated herein by reference. The information set forth in Section 1 (Number of Shares; Proration), Section 2 (Purpose of the Offer; Certain Effects of the Offer), Section 3 (Procedures for Tendering Shares),

Section 4 (Withdrawal Rights), Section 5 (Purchase of Shares and Payment of Purchase Price), Section 6 (Conditional Tender of Shares), Section 7 (Conditions of the Offer), Section 9 (Source and Amount of Funds), Section 11 (Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares), Section 13 (Certain United States Federal Income Tax Consequences), Section 14 (Extension of the Offer; Termination; Amendment) and Section 16 (Miscellaneous) of the Offer to Purchase is incorporated herein by reference.

(b) *Purchases*: The information set forth in the sections of the Offer to Purchase captioned Introduction and Summary Term Sheet is incorporated herein by reference. The information set forth in Section 11 (Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares) in the Offer to Purchase is incorporated herein by reference.

Item 5. *Past Contacts, Transactions, Negotiations and Agreements.*

(e) *Agreements Involving the Subject Company's Securities:* The information set forth in Section 11 (Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares) of the Offer to Purchase is incorporated herein by reference.

Item 6. *Purposes of the Transaction and Plans or Proposals.*

(a) *Purposes:* The information set forth in the section of the Offer to Purchase captioned Summary Term Sheet is incorporated herein by reference. The information set forth in Section 2 (Purpose of the Offer; Certain Effects of the Offer) of the Offer to Purchase is incorporated herein by reference.

(b) *Use of the Securities Acquired:* The information set forth in Section 2 (Purpose of the Offer; Certain Effects of the Tender Offer) of the Offer to Purchase is incorporated herein by reference.

(c) *Plans:* The information set forth in Section 2 (Purpose of the Offer; Certain Effects of the Tender Offer) of the Offer to Purchase is incorporated herein by reference.

Item 7. *Source and Amount of Funds or Other Consideration.*

(a) *Source of Funds:* The information set forth in Section 9 (Source and Amount of Funds) of the Offer to Purchase is incorporated herein by reference.

(b) *Conditions:* None.

Item 8. *Interest in Securities of the Subject Company.*

(a) *Securities Ownership:* The information set forth in Section 11 (Interests of Directors and Executive Officers, Transactions and Arrangements Concerning the Shares) of the Offer to Purchase is incorporated herein by reference.

(b) *Securities Transactions:* The information set forth in Section 11 (Interests of Directors and Executive Officers, Transactions and Arrangements Concerning the Shares) of the Offer to Purchase is incorporated herein by reference.

Item 9. *Persons/Assets, Retained, Employed, Compensated or Used.*

(a) *Solicitations or Recommendations:* The information set forth in Section 15 (Fees and Expenses) of the Offer to Purchase is incorporated herein by reference.

Item 10. *Financial Statements.*

Not applicable.

Item 11. *Additional Information.*

(a) *Agreements, Regulatory Requirements and Legal Proceedings:* The information set forth in Section 2 (Purpose of the Offer; Certain Effects of the Offer), Section 10 (Certain Information Concerning Us), Section 11 (Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares) and Section 12 (Certain Legal Matters; Regulatory Approvals) in the Offer to Purchase is incorporated herein by reference.

(b) *Other Material Information:* The information in the Offer to Purchase and the related Letter of Transmittal, copies of which are filed with this Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, is incorporated herein by reference.

Item 12. Exhibits.

- (a)(1)(i) Offer to Purchase, dated March 6, 2007.
- (a)(1)(ii) Letter of Transmittal (including Substitute Form W-9 and Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
- (a)(1)(iii) Notice of Guaranteed Delivery.
- (a)(1)(iv) Letter to Stockholders, dated March 6, 2007, from David N. Weidman, Chairman of the Board, Chief Executive Officer and President, Celanese Corporation.
- (a)(1)(v) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
- (a)(1)(vi) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
- (a)(1)(vii) Letter to Participants in the Celanese Americas Retirement Savings Plan.
- (a)(5)(i) Press Release, dated March 5, 2007.
- (a)(5)(ii) Summary Advertisement, dated March 6, 2007.
- (d)(1) Stock Purchase Agreement, dated March 2, 2007 by and among Blackstone Capital Partners (Cayman) Ltd. 1, Blackstone Capital Partners (Cayman) Ltd. 2 and Blackstone Capital Partners (Cayman) Ltd. 3, Celanese Corporation and Celanese International Holdings Luxembourg S.à r.l.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

CELANESE CORPORATION

Name: Kevin J. Rogan

By: /s/ KEVIN J. ROGAN

Title: *Assistant Secretary*

**CELANESE INTERNATIONAL HOLDINGS
LUXEMBOURG S.À R.L.**

Name: Harry A. Franks, Jr.

By: /s/ HARRY A. FRANKS, JR.

Title: *Manager*

Date: March 6, 2007

INDEX TO EXHIBITS

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