

Celanese CORP  
Form S-1MEF  
January 20, 2005

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As filed with the Securities and Exchange Commission on January 20, 2005

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-1**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**CELANESE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
Incorporation)

**2673**  
(Primary Standard Industrial  
Classification Code Number)  
**1601 West LBJ Freeway**  
**Dallas, TX 75234-6034**  
**(972) 443-4000**

**98-0420726**  
(I.R.S. Employer  
Identification No.)

(Address, including zip code, and telephone number, including area code, of registrants' principal executive offices)

**Secretary**  
**550 U.S. Highway 202/206**  
**Bedminster, NJ 07921-1590**  
**(908) 901-4500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

**Edward P. Tolley III, Esq.**  
**Simpson Thacher & Bartlett LLP**  
**425 Lexington Avenue**  
**New York, New York 10017-3954**  
**(212) 455-2000**

**Richard D. Truesdell, Jr., Esq.**  
**Davis Polk & Wardwell**  
**450 Lexington Avenue**  
**New York, New York 10017**  
**(212) 450-4000**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee
Convertible Perpetual Preferred Stock, par value \$.01 per share	1,600,000 shares	\$25.00	\$40,000,000	\$4,708
Series A Common Stock, par value \$.0001 per share <sup>(2)</sup>				
Total			\$40,000,000	\$4,708

(1) Estimated solely for the purpose of calculating the registration fee under Rule 457(a) of the Securities Act of 1933, as amended (the "Securities Act").

(2) Includes shares of our Series A common stock that are issuable upon conversion or exchange of the convertible perpetual preferred stock registered hereby or otherwise issuable pursuant to the terms thereof. Pursuant to Rule 416 under the Securities Act the number of shares registered includes an indeterminate number of shares of our Series A common stock issuable upon conversion or exchange of the convertible perpetual preferred stock, as this amount may be adjusted as a result of stock splits, stock dividends and antidilution provisions. We will not receive additional consideration in connection with the conversion into or exchange for our Series A common stock by the holders of the convertible perpetual preferred stock, and therefore, no registration fee is required pursuant to Rule 457(i) for such shares of our Series A common stock registered hereby.

**EXPLANATORY NOTE**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended ("Rule 462(b)"), and includes the registration statement facing page, this page, the signature page, an exhibit index and the report on financial statement schedule and consent of independent registered public accounting firm. Pursuant to Rule 462(b), the contents of the registration statement on Form S-1 (File No. 333-120187) of Celanese Corporation, including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated by reference into this registration statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Celanese Corporation has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on January 20, 2005.

**CELANESE CORPORATION**

By: /s/ CORLISS J. NELSON

Name: Corliss J. Nelson  
 Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 20, 2005.

Signature	Title
/s/ DAVID N. WEIDMAN	
David N. Weidman	Chief Executive Officer (Principal Executive Officer), Director
/s/ CORLISS J. NELSON	
Corliss J. Nelson	Chief Financial Officer (Principal Financial Officer, Principal Accounting Officer)
/s/ CHINH E. CHU	
Chinh E. Chu	Chairman of the Board of Directors
*	
James Barlett	Director
*	
William H. Joyce	Director
*	
Anjan Mukherjee	Director
*	
Paul H. O'Neill	Director
*	
Hanns Ostmeier	Director
*	
James A. Quella	Director
*	Director

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Signature

Title

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Daniel S. Sanders

\*By: /s/ CORLISS J. NELSON

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Corliss J. Nelson  
*Attorney-in-Fact*

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**EXHIBITS**

All exhibits filed with or incorporated by reference in Registration Statement No. 333-120187 are incorporated by reference into, and shall be deemed part of, this registration statement, except the following, which is filed herewith.

<b>Exhibit Number</b>	<b>Description of Document</b>
23.2	Report and consent of KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft

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