

Celanese CORP
Form SC 13D/A
April 13, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Celanese Corporation

(Name of Issuer)

Series A Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

150870 10 3

(CUSIP Number)

Chinh E. Chu
The Blackstone Group
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New York, New York 10154
(212) 583-5000

Copy to:

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 7, 2005

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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CUSIP No. 150870 10 3

Page 1 of 2

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Blackstone Capital Partners (Cayman)
Ltd. 1

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Cayman Islands

Number of
Shares

Beneficially
Owned by
Each

Reporting
Person With

7. Sole Voting Power:
61,357,578

8. Shared Voting Power:

9. Sole Dispositive Power:
61,357,578

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
61,357,578

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
38.7%*

14. Type of Reporting Person (See Instructions):
OO

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CUSIP No. 150870 10 3

Page 2 of 14

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Blackstone Capital Partners (Cayman)
Ltd. 2

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Cayman Islands

Number of
Shares

Beneficially
Owned by
Each

Reporting
Person With

7. Sole Voting Power:
4,255,324

8. Shared Voting Power:

9. Sole Dispositive Power:
4,255,324

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
4,255,324

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
2.7%*

14. Type of Reporting Person (See Instructions):
OO

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CUSIP No. 150870 10 3

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Blackstone Capital Partners (Cayman)
Ltd. 3

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Cayman Islands

Number of
Shares

Beneficially
Owned by
Each

Reporting
Person With

7. Sole Voting Power:
33,359,813

8. Shared Voting Power:

9. Sole Dispositive Power:
33,359,813

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
33,359,813

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
21.0%*

14. Type of Reporting Person (See Instructions):
OO

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CUSIP No. 150870 10 3

Page 4 of 14

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Blackstone Capital Partners (Cayman)
IV L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Cayman Islands

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
61,357,578

8. Shared Voting Power:

9. Sole Dispositive Power:
61,357,578

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
61,357,578

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
38.7%*

14. Type of Reporting Person (See Instructions):
PN

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CUSIP No. 150870 10 3

Page 5 of 14

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Blackstone Capital Partners (Cayman)
IV-A L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Cayman Islands

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
974,468

8. Shared Voting Power:

9. Sole Dispositive Power:
974,468

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
974,468

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
0.6%*

14. Type of Reporting Person (See Instructions):
PN

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CUSIP No. 150870 10 3

Page 6 of 14

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Blackstone Family Investment
Partnership (Cayman) IV-A L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Cayman Islands

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
3,280,856

8. Shared Voting Power:

9. Sole Dispositive Power:
3,280,856

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
3,280,856

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
2.1%*

14. Type of Reporting Person (See Instructions):
PN

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CUSIP No. 150870 10 3

Page 7 of 14

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Blackstone Chemical Coinvest Partners
(Cayman) L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Cayman Islands

Number of
Shares

Beneficially
Owned by
Each

Reporting
Person With

7. Sole Voting Power:
33,359,813

8. Shared Voting Power:

9. Sole Dispositive Power:
33,359,813

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
33,359,813

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
21.0%*

14. Type of Reporting Person (See Instructions):
PN

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CUSIP No. 150870 10 3

Page 8 of 14

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Blackstone Management Associates
(Cayman) IV L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Cayman Islands

Number of
Shares

Beneficially
Owned by
Each

Reporting
Person With

7. Sole Voting Power:
98,972,715

8. Shared Voting Power:

9. Sole Dispositive Power:
98,972,715

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
98,972,715

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
62.4%*

14. Type of Reporting Person (See Instructions):
PN

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Blackstone LR Associates (Cayman) IV
Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Cayman Islands

Number of
Shares

Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
98,972,715

8. Shared Voting Power:

9. Sole Dispositive Power:
98,972,715

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
98,972,715

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
62.4%*

14. Type of Reporting Person (See Instructions):
OO

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Peter G. Peterson

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
United States of America

Number of
Shares

Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
99,003,492

8. Shared Voting Power:

9. Sole Dispositive Power:
99,003,492

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

99,003,492

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

13. Percent of Class Represented by Amount in Row (11):

62.4%*

14. Type of Reporting Person (See Instructions):

IN

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CUSIP No. 150870 10 3

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Stephen A. Schwarzman

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
United States of America

Number of
Shares

Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
99,003,492

8. Shared Voting Power:

9. Sole Dispositive Power:
99,003,492

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

99,003,492

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

13. Percent of Class Represented by Amount in Row (11):

62.4%*

14. Type of Reporting Person (See Instructions):

IN

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* The calculation of the foregoing percentage is based on 158,491,201 shares of the Issuer's common stock outstanding as of April 11, 2005, which number was provided to the Reporting Persons by the Issuer.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.
SIGNATURE

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This Amendment No. 1 amends and supplements the statement on Schedule 13D, filed with the Securities and Exchange Commission (the SEC) on March 21, 2005 (as it may be amended from time to time, the Schedule 13D) with respect to the Series A common stock, par value \$0.0001 per share (the Series A Common Stock) of Celanese Corporation, a Delaware corporation (the Issuer). Each item below amends and supplements the information disclosed under the corresponding item of the Schedule 13D. Unless otherwise indicated herein, terms used but not defined in this Amendment No. 1 shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b). On April 7, 2005, the Issuer paid in full certain mandatory dividends in respect of the Series B Common Stock and, in accordance with the term of the Certificate, each outstanding share of Series B Common Stock was automatically converted into one share of Series A Common Stock. As a result, BCP 1, BCP 2 and BCP 3 were issued 57,051,899, 3,956,713 and 31,018,837 shares, respectively, of Series A Common Stock.

Effective as of January 25, 2005, the Issuer granted options to acquire an aggregate of 123,110 shares of Series A Common Stock, of which options to acquire 30,777 shares are currently exercisable, to Blackstone Management Partners IV L.L.C. (in lieu of granting such options to directors of the Issuer who are affiliated with Blackstone in connection with the Issuer s regular director compensation arrangements). Messrs. Peterson and Schwarzman are controlling persons of Blackstone Management Partners IV L.L.C. and accordingly may be deemed to beneficially own the shares subject to such options. The exercise price for such options is \$16.00 per share.

SIGNATURE

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

Dated: April 11, 2005

**BLACKSTONE CAPITAL PARTNERS
(CAYMAN)
LTD. 1**

By: /s/ Chinh E. Chu
Name: Chinh E. Chu
Title: Director