

Edgar Filing: Celanese Corp - Form 8-K

Celanese Corp  
Form 8-K  
June 25, 2018  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): June 25, 2018

Celanese Corporation  
(Exact name of registrant as specified in its charter)

|                                                   |                             |                                         |
|---------------------------------------------------|-----------------------------|-----------------------------------------|
| Delaware                                          | 001-32410                   | 98-0420726                              |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

222 W. Las Colinas Blvd., Irving, Texas 75039  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (972) 443-4000  
Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

The Company announced that to ease the path of index funds to ownership of the Company's common stock, the Board of Directors has voted to propose for stockholder approval an amendment to the Company's certificate of incorporation to eliminate the authorization of Series B Common Stock and to rename the outstanding shares of Series A Common Stock as merely "Common Stock." All shares of Series B Common Stock outstanding on April 7, 2005 were converted into Series A Common Stock. Under the certificate of incorporation, upon the conversion of the Series B shares, such shares were cancelled and may not be reissued. No new shares of Series B Common Stock have been issued since the date of the conversion and the Company has no intent of issuing any shares of Series B Common Stock prior to the planned amendment. The rights, powers, preferences and privileges of the outstanding shares of the Company's Series A Common Stock would not be affected by the proposed amendment.

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.

CELANESE  
CORPORATION

By: /s/ James R.  
Peacock III  
Name: James R.  
Peacock III  
Vice President,  
Deputy  
Title: General  
Counsel and  
Corporate  
Secretary

Date: June 25, 2018