

Celanese Global Relocation LLC  
Form 424B2  
September 21, 2016  
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Filed Pursuant to Rule 424(b)(2)  
Registration No. 333-193834

CALCULATION OF REGISTRATION FEE

Title of each class of security to be registered	Maximum aggregate offering price <sup>(1)</sup>	Amount of registration fee <sup>(2)</sup>
1.125% Senior Notes due 2023	\$843,225,000	\$ 84,913

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<sup>(1)</sup> €750,000,000 aggregate principal amount of 1.125% Senior Notes due 2023. The maximum aggregate offering price is based on a €/ \$ exchange rate of €1.00/\$1.1243 as set by Bloomberg on September 15, 2016.

<sup>(2)</sup> The filing fee is calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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## PROSPECTUS SUPPLEMENT

(To prospectus dated February 7, 2014)

€750,000,000

Celanese US Holdings LLC

1.125% Senior Notes due 2023

Celanese US Holdings LLC (the “Issuer”) is offering €750,000,000 aggregate principal amount of its 1.125% Senior Notes due 2023 (the “notes”). The notes will bear interest at a rate of 1.125% per annum. Interest on the notes will be payable annually, in cash in arrears, on September 26 of each year, commencing September 26, 2017. The notes will mature on September 26, 2023.

The notes will be guaranteed on a senior basis by Celanese Corporation, the Issuer’s parent company (the “Parent Guarantor”), and, initially, by each of the Issuer’s current and future domestic subsidiaries that guarantee the Issuer’s obligations under its senior credit facilities (the “Subsidiary Guarantors” and, collectively with the Parent Guarantor, the “Guarantors”). Each Subsidiary Guarantor’s obligation to guarantee the notes will be released at such time as such subsidiary ceases to, or substantially contemporaneously with the release of such subsidiary’s obligation under its guarantee of the notes will cease to, or at such time does not, guarantee the Issuer’s obligations under the Issuer’s senior credit facilities.

The notes will be issued in minimum denominations of €100,000 and integral multiples of €1,000 in excess thereof. The notes and the guarantees will be the Issuer’s and the Guarantors’ general unsecured senior obligations for so long as each such Guarantor remains a Guarantor. The notes and the guarantees will be effectively subordinated to the Issuer’s and the Guarantors’ secured debt, if any, to the extent of the value of the assets securing such debt. The notes and the guarantees will rank equally in right of payment with all of the Issuer’s and the Guarantors’ existing and future unsecured senior debt and senior in right of payment to any of the Issuer’s future debt that is expressly subordinated in right of payment to the notes and guarantees. The notes and the guarantees will be structurally subordinated to all of the existing and future liabilities, including trade payables, and preferred stock of our subsidiaries that do not guarantee the notes. See “Description of the Notes—Ranking.”

We may redeem some or all of the notes at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, plus an applicable premium. In addition, commencing June 26, 2023 (three months prior to the maturity of the notes), we may redeem some or all of the notes at any time and from time to time at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. The notes may also be redeemed in whole, but not in part, at any time at our option, in the event of certain developments affecting United States taxation as described under the heading “Description of the Notes—Redemption for Tax Reasons.”

Currently, there is no existing public market for the notes. We intend to apply to list the notes on the New York Stock Exchange. The listing application will be subject to approval by the New York Stock Exchange. If such a listing is obtained, we have no obligation to maintain such listing and we may delist the notes at any time.

Investing in the notes involves risks. See “Risk Factors” beginning on page S-7 and in our Annual Report on Form 10-K for the year ended December 31, 2015.

	Per Note	Total
Public offering price <sup>(1)</sup>	99.713 %	€47,847,500
Underwriting discount	0.550 %	€1,125,000
Proceeds, before expenses, to Issuer <sup>(1)</sup>	99.163 %	€43,722,500

<sup>(1)</sup> Plus accrued interest from September 26, 2016, if settlement occurs after that date.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement and the accompanying prospectus. Any representation to the contrary is a criminal offense.

The notes are expected to be ready for delivery in book-entry form only through the facilities of Clearstream Banking, société anonyme (“Clearstream”), and Euroclear Bank, S.A./N.V., as operator of the Euroclear System (“Euroclear”), on or about September 26, 2016.

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Joint Book-Running Managers

BofA Merrill Lynch      Deutsche Bank

Citigroup      J.P. Morgan

Co-Managers

Barclays HSBC MUFG SMBC Nikko

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The date of this prospectus supplement is September 19, 2016.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document has two parts. The first part consists of this prospectus supplement, which describes the specific terms of this offering and the notes offered. The second part, the accompanying prospectus, provides more general information about securities that we may offer, some of which does not apply to this offering. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Before purchasing any notes, you should carefully read both this prospectus supplement and the accompanying prospectus, together with the additional information described under the heading “Incorporation by Reference” herein. No person is authorized to give any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and, if given or made, such information or representations must not be relied upon as having been authorized. Neither the delivery of this prospectus supplement and the accompanying prospectus, nor any sale made hereunder, shall under any circumstances create any implication that there has been no change in our affairs since the date of this prospectus supplement, or that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus is correct as of any time subsequent to the date of such information.

The notes are being offered for sale only in jurisdictions where it is lawful to make such offers. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons outside the United States who receive this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer to sell or the solicitation of an offer to buy any securities other than the securities described in this prospectus supplement or an offer to sell or the solicitation of an offer to buy (i) by any person in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not authorized or qualified to make such offer or solicitation or (ii) to any person to whom it is unlawful to make such offer or solicitation. See “Underwriting” in this prospectus supplement.

This prospectus supplement and the accompanying prospectus do not constitute an offer, or an invitation on our behalf or the underwriters or any one of them, to subscribe to or purchase any of the notes, and may not be used for, or in connection with, an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. See “Underwriting.”

As used throughout this prospectus supplement, unless the context otherwise requires or indicates:

• “Celanese” means Celanese Corporation, and not its subsidiaries;

• “Celanese US” and “Issuer” mean Celanese US Holdings LLC, a wholly-owned subsidiary of Celanese, and not its subsidiaries; and

• “Company,” “we,” “our,” and “us” refer to Celanese and its subsidiaries, including Celanese US, on a consolidated basis.

Terms capitalized but not defined in this prospectus supplement shall have the meaning ascribed to them in the accompanying prospectus. References in this prospectus supplement and the accompanying prospectus to “\$” and “dollars” are to the currency of the United States. References to “€” and “euro” in this prospectus supplement and the accompanying prospectus are to the currency of the member states of the European Union that have adopted or that adopt the single currency in accordance with the treaty establishing the European Community, as amended by the Treaty on European Union. No representation is made that any euro amounts converted into dollars as presented in this prospectus supplement could have been or could be converted into dollars at any such exchange rate or at all. The financial information presented in this prospectus supplement and the accompanying prospectus has been prepared in accordance with Generally Accepted Accounting Principles in the United States.

**IN CONNECTION WITH THIS OFFERING, MERRILL LYNCH INTERNATIONAL (OR ITS RESPECTIVE AFFILIATES), AS STABILIZING MANAGER, MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE NOTES AT LEVELS WHICH MIGHT NOT OTHERWISE PREVAIL. THIS STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME AND WILL BE CARRIED OUT IN COMPLIANCE WITH ALL APPLICABLE LAWS, REGULATIONS AND RULES. ANY STABILIZATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE**

PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE NOTES IS MADE AND, IF BEGUN, MAY BE ENDED AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE DATE OF THE NOTES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE NOTES.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain parts of this prospectus supplement and the accompanying prospectus, and the documents incorporated by reference contain forward-looking statements, as defined in Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate to matters of a strictly factual or historical nature and generally discuss or relate to forecasts, estimates or other expectations regarding future events. Generally, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “project,” “may,” “can,” “could,” “might,” “will” and similar expressions, as they relate to us, are intended to identify forward-looking statements, including statements that relate to such matters as planned and expected capacity increases and utilization rates; anticipated capital spending; environmental matters; legal proceedings; sources of raw materials and exposure to, and effects of, hedging of raw material and energy costs and foreign currencies; interest rate fluctuations; global and regional economic, political, business and regulatory conditions; expectations, strategies and plans for individual assets and products, business segments, as well as for the whole Company; cash requirements and uses of available cash; financing plans; pension expenses and funding; anticipated restructuring, divestiture and consolidation activities; planned construction or operation of facilities; cost reduction and control efforts and targets and integration of acquired businesses.

These statements reflect our current views and beliefs with respect to future events at the time that the statements are made, are not historical facts or guarantees of future performance and are subject to significant risks, uncertainties and other factors that are difficult to predict and many of which are outside of our control. Further, certain forward-looking statements are based upon assumptions as to future events that may not prove to be accurate and, accordingly, should not have undue reliance placed upon them.

The following factors could cause our actual results to differ materially from those results, performance or achievements that may be expressed or implied by such forward-looking statements. These factors include, among other things:

- changes in general economic, business, political and regulatory conditions in the countries or regions in which we operate;
- the length and depth of product and industry business cycles, particularly in the automotive, electrical, textiles, electronics and construction industries;
- changes in the price and availability of raw materials, particularly changes in the demand for, supply of, and market prices of ethylene, methanol, natural gas, wood pulp and fuel oil and the prices for electricity and other energy sources;
- the ability to pass increases in raw material prices on to customers or otherwise improve margins through price increases;
- the ability to maintain plant utilization rates and to implement planned capacity additions and expansions;
- the ability to reduce or maintain current levels of production costs and to improve productivity by implementing technological improvements to existing plants;
- increased price competition and the introduction of competing products by other companies;
- market acceptance of our technology;
- the ability to obtain governmental approvals and to construct facilities on terms and schedules acceptable to the Company;
- changes in the degree of intellectual property and other legal protection afforded to our products or technologies or the theft of such intellectual property;
- compliance and other costs and potential disruption or interruption of production or operations due to accidents, interruptions in sources of raw materials, cyber security incidents, terrorism or political unrest, or other unforeseen events or delays in construction or operation of facilities, including as a result of geopolitical conditions, the occurrence of acts of war or terrorist incidents or as a result of weather or natural disasters;
- potential liability for remedial actions and increased costs under existing or future environmental regulations, including those relating to climate change;
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potential liability resulting from pending or future litigation, or from changes in the laws, regulations or policies of governments or other governmental activities in the countries in which we operate;

• changes in currency exchange rates and interest rates;

• our level of indebtedness, which could diminish our ability to raise additional capital to fund operations or limit our ability to react to changes in the economy or the chemicals industry; and

• various other factors, both referenced and not referenced in this prospectus supplement or the accompanying prospectus.

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Additional information regarding these and other factors may be contained in our filings with the Securities and Exchange Commission (the “SEC”) incorporated by reference in this prospectus supplement and the accompanying prospectus, especially on Forms 10-K, 10-Q and 8-K. See “Incorporation by Reference” herein. Many of these factors are macroeconomic in nature and are, therefore, beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual results, performance or achievements may vary materially from those described in this prospectus supplement and the accompanying prospectus as anticipated, believed, estimated, expected, intended, planned or projected. Except as required by law, we neither intend nor undertake any obligation, and disclaim any duty, to update these forward-looking statements, which speak only as of their respective dates.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our filings with the SEC are available at the SEC's EDGAR website at [www.sec.gov](http://www.sec.gov). You may read and copy any document that we file with the SEC at the SEC's Public Reference Room at the following address:

100 F Street, N.E.  
Washington, D.C. 20549

You can call the SEC at 1-800-SEC-0330 for more information about the operation of the Public Reference Room. Our SEC filings are also available at the offices of the New York Stock Exchange (the "NYSE"), 20 Broad Street, New York, New York 10005. For further information on obtaining copies of our public filings at the NYSE, you can call (212) 656-5060.

We also make available free of charge on or through our website, [www.celanese.com](http://www.celanese.com), our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Information contained on our website is not part of this prospectus.

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INCORPORATION BY REFERENCE

The SEC allows us to “incorporate by reference” the information that we file with it. This means that we can disclose important information to you by referring you to information and documents that we have filed with the SEC. Any information that we refer to in this manner is considered part of this prospectus. Information that we later provide to the SEC, and which is deemed “filed” with the SEC, will automatically update information previously filed with the SEC, and may replace information in this prospectus and information previously filed with the SEC. We specifically are incorporating by reference the following documents (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 5, 2016, including portions of our Definitive Proxy Statement on Schedule 14A filed with the SEC on March 10, 2016, to the extent specifically incorporated by reference into such Annual Report on Form 10-K;

our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2016, filed with the SEC on April 19, 2016, and for the quarter ended June 30, 2016, filed with the SEC on July 26, 2016; and

our current reports on Form 8-K filed with the SEC on February 9, 2016, April 22, 2016, July 12, 2016, July 21, 2016 and July 22, 2016 (excluding any information furnished pursuant to Item 7.01 or Item 9.01 on such current report on Form 8-K).

We also incorporate by reference any future filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act until we sell all of the notes in this offering, with the exception of any information furnished to, and not deemed filed with, the SEC.

You may request a free copy of any documents referred to above, including exhibits specifically incorporated by reference in those documents, by contacting us at the following address and telephone number:

Celanese Corporation

Attention: Investor Relations

222 W. Las Colinas Blvd., Suite 900N

Irving, Texas 75039

Telephone: (972) 443-4000

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SUMMARY

This summary highlights information more fully described elsewhere in this prospectus supplement and the accompanying prospectus. Because it is a summary, it does not contain all of the information that you should consider before deciding to invest in the notes. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the section entitled “Risk Factors” beginning on page S-7, the “Risk Factors” section in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and our consolidated financial statements and the notes thereto incorporated by reference herein before making an investment decision.

Our Company

We are a global technology and specialty materials company. We are one of the world’s largest producers of acetyl products, which are intermediate chemicals, for nearly all major industries, as well as a leading global producer of high performance engineered polymers that are used in a variety of high-value applications. As a recognized innovator in the chemicals industry, we engineer and manufacture a wide variety of products essential to everyday living. Our broad product portfolio serves a diverse set of end-use applications, including paints and coatings, textiles, automotive applications, consumer and medical applications, performance industrial applications, filtration applications, paper and packaging, chemical additives, construction, consumer and industrial adhesives, and food and beverage applications. Our products enjoy leading global positions due to our differentiated business models, large global production capacity, operating efficiencies, proprietary technology and competitive cost structures.

Our large and diverse global customer base primarily consists of major companies in a broad array of industries. We hold geographically balanced global positions and participate in diversified end-use applications. We combine a demonstrated track record of execution, strong performance built on shared principles and objectives, and a clear focus on growth and value creation. Known for operational excellence and execution of our business strategies, we deliver value to customers around the globe with best-in-class technologies and solutions.

Celanese’s history began in 1918, the year that its predecessor company, The American Cellulose & Chemical Manufacturing Company, was incorporated. The company, which manufactured cellulose acetate, was founded by Swiss brothers Drs. Camille and Henri Dreyfus. Since that time, the Company has transformed into a leading global technology and specialty materials company. Celanese was incorporated in 2004 under the laws of the State of Delaware and is a US-based public company traded on the NYSE under the ticker symbol CE. Our operations are primarily located in North America, Europe and Asia and, as of December 31, 2015, consisted of 23 global production facilities, and an additional 8 strategic affiliate production facilities. As of December 31, 2015, we employed 7,081 people worldwide.

Our executive offices are located at 222 W. Las Colinas Blvd., Suite 900N, Irving, Texas 75039. Our telephone number is (972) 443-4000 and our website is [www.celanese.com](http://www.celanese.com). Except for the documents incorporated by reference in this prospectus supplement and the accompanying prospectus as described under the “Incorporation by Reference” heading in both this prospectus supplement and the accompanying prospectus, the information and other content contained on our website are not incorporated by reference in this prospectus supplement or the accompanying prospectus, and you should not consider them to be a part of this prospectus supplement or the accompanying prospectus.

Our Refinancing

On July 15, 2016, we entered into a new credit agreement among Celanese Corporation, Celanese US Holdings LLC, Celanese Americas LLC, Celanese Europe B.V., Celanese Holdings Luxembourg S.à.r.l., Elwood C.V., certain Subsidiaries of Celanese US Holdings LLC from time to time party thereto as borrowers, each lender from time to time party thereto, Bank of America, N.A., as administrative agent, a swing line lender and an L/C issuer, and the other swing line lenders and L/C issuers party thereto (the “Credit Agreement”) which provides for an aggregate principal amount of \$1.5 billion in senior unsecured credit facilities consists of (i) a five-year, \$500 million term loan facility (the “Term Facility”) and (ii) a five-year, \$1.0 billion revolving credit facility, including a \$200 million letter of credit sublimit (the “Revolving Facility”). The proceeds from the Term Facility and €367 million (approximately \$408 million based on a €/ \$ exchange rate of €1.00/\$1.1105 as of July 15, 2016) of borrowings under the Revolving Facility were used to repay the Company’s prior senior secured credit facilities. The Credit Agreement is guaranteed, jointly and severally, on a senior basis by Celanese, the Issuer and certain domestic subsidiaries of the Issuer.

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Summary Corporate and Financing Structure<sup>(a)</sup>

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(a) This corporate and financing structure chart is a summary only and does not reflect every entity in the Parent Guarantor's group or each subsidiary of the Parent Guarantor.

(b) Obligor under a loan with respect to pollution control and industrial revenue bonds.

(c) Borrower under Receivables Securitization Facility.

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## Selected Financial Data

The balance sheet data as of December 31, 2015 and 2014 and the statements of operations data for the years ended December 31, 2015, 2014 and 2013, all of which are set forth below, are derived from the audited consolidated financial statements included in our most recent Annual Report on Form 10-K filed with the SEC and incorporated by reference herein and should be read in conjunction with those financial statements and the notes thereto. The balance sheet data as of June 30, 2016 and 2015, and the statements of operations data for the six months ended June 30, 2016 and 2015, all of which are set forth below, are derived from the unaudited consolidated financial statements included in our most recent Quarterly Report on Form 10-Q filed with the SEC and incorporated by reference herein and should be read in conjunction with those financial statements and the notes thereto. The balance sheet data as of December 31, 2013, 2012, and 2011 and the statements of operations data for the years ended December 31, 2012 and 2011 set forth below were derived from previously issued financial statements, adjusted for applicable discontinued operations, a change in accounting policy for defined benefit pension plans and other postretirement benefit plans and a change in accounting policy for debt issuance costs.

	Six Months		Year Ended December 31,				
	Ended June 30, 2016	2015	2015	2014	2013	2012	2011
(In \$ millions, except per share data)							
<b>Statement of Operations Data</b>							
Net sales	2,755	2,927	5,674	6,802	6,510	6,418	6,763
Other (charges) gains, net	(9 )	(15 )	(351 )	15	(158 )	(14 )	(48 )
Operating profit	530	445	326	758	1,508	175	402
Earnings (loss) from continuing operations before tax	593	533	488	941	1,609	321	467
Earnings (loss) from continuing operations	481	437	287	627	1,101	376	426
Earnings (loss) from discontinued operations	1	(2 )	(2 )	(7 )	—	(4 )	1
Net earnings (loss) attributable to Celanese Corporation	478	441	304	624	1,101	372	427
Earnings (loss) per common share							
Continuing operations — basic	3.25	2.89	2.03	4.07	6.93	2.37	2.72
Continuing operations — diluted	3.24	2.87	2.01	4.04	6.91	2.35	2.68
<b>Balance Sheet Data (as of the end of period)</b>							
Total assets	8,248	8,968	8,586	8,796	8,994	8,973	8,494
Total debt	2,583	2,655	2,981	2,723	3,040	3,071	2,993
Total Celanese Corporation stockholders' equity	2,602	3,076	2,378	2,818	2,699	1,730	1,341
<b>Other Financial Data</b>							
Depreciation and amortization	146	172	357	292	305	308	298
Capital expenditures <sup>(1)</sup>	114	299	483	681	408	339	364
Dividends paid per common share <sup>(2)</sup>	0.66	0.55	1.15	0.93	0.53	0.27	0.22

Amounts include accrued capital expenditures. Amounts do not include capital expenditures related to capital lease obligations or capital expenditures related to the relocation and expansion of our polyoxymethylene plant in

(1) Kelsterbach, Germany. See Note 4 – Acquisitions, Dispositions and Plant Closures and Note 25 – Supplemental Cash Flow Information in the consolidated financial statements included in our most recent Annual Report on Form 10-K filed with the SEC and incorporated by reference herein.

Dividends for the six months ended June 30, 2016 consist of one quarterly dividend payment of \$0.30 per share and one quarterly dividend payment of \$0.36 per share. Dividends for the six months ended June 30, 2015 consist

(2) of one quarterly dividend payment of \$0.25 per share and one quarterly dividend payment of \$0.30 per share. See Note 11 – Stockholders' Equity in the consolidated financial statements included in our most recent Quarterly Report on Form 10-Q filed with the SEC and incorporated by reference herein.

Annual dividends for the year ended December 31, 2015 consist of one quarterly dividend payment of \$0.25 per share and three quarterly dividend payments of \$0.30 per share. Annual dividends for the year ended December 31, 2014 consist of one quarterly dividend payment of \$0.18 per share and three quarterly dividend payments of \$0.25 per share. See Note 17 – Stockholders' Equity in the consolidated financial statements included in our most recent Annual Report on Form 10-K filed with the SEC and incorporated by reference herein.

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The Offering

The following summary contains basic information about the notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the notes, please refer to the section entitled “Description of the Notes” in this prospectus supplement.

Issuer Celanese US Holdings LLC.

Notes Offered €750,000,000, aggregate principal amount of 1.125% Senior Notes due 2023.

Maturity The notes will mature on September 26, 2023.

Form and Denomination The Issuer will issue the notes in denominations of €100,000 and integral multiples of €1,000 in excess thereof, maintained in book-entry form. Notes in denominations of less than €100,000 will not be available.

Interest Rate Interest on the notes will accrue at a rate of 1.125% per annum. Interest on the notes will be payable annually in cash in arrears on September 26 of each year, commencing September 26, 2017.

Guarantees The notes will be guaranteed, jointly and severally, on a senior basis by the Parent Guarantor, and, initially, by the Subsidiary Guarantors. Each Subsidiary Guarantor’s obligation to guarantee the notes will be released at such time as such subsidiary ceases to, or substantially contemporaneously with the release of such subsidiary’s obligation under its guarantee of the notes will cease to, or at such time does not, guarantee the Issuer’s obligations under the Credit Agreement.

As of June 30, 2016, the Issuer’s non-guarantor subsidiaries collectively held \$6.2 billion in assets.

Currency of Payments All payments of interest and principal, including payments made upon any redemption of the notes, will be made in euros. If the euro is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control or if the euro is no longer being used by the then member states of the European Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments in respect of the notes will be made in dollars until the euro is again available to us or so used.

Ranking The notes will be general senior unsecured obligations of the Issuer and each Guarantor (for so long as each such Guarantor remains a Guarantor) and will:

- rank equally in right of payment to all of the Issuer’s and each Guarantor’s existing and future senior unsecured debt;

- rank senior in right of payment to the Issuer’s and each Guarantor’s future debt that is expressly subordinated in right of payment to the notes and the guarantees;

- be effectively subordinated to the Issuer’s and each Guarantor’s secured indebtedness, if any, to the extent of the value of the collateral securing such indebtedness; and

- be structurally subordinated to all of the existing and future liabilities, including trade payables, and preferred stock of the Issuer’s subsidiaries that do not guarantee the notes.

The indenture does not restrict the ability of our subsidiaries to incur unsecured indebtedness.

As of June 30, 2016, the Issuer's non-guarantor subsidiaries collectively had \$1.8 billion of liabilities, including trade payables.

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Optional Redemption	<p>We may redeem some or all of the notes at a redemption price of 100% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date, plus an applicable premium. See “Description of the Notes—Optional Redemption.”</p> <p>In addition, commencing June 26, 2023 (three months prior to the maturity of the notes), we may redeem some or all of the notes at any time and from time to time at a redemption price of 100% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).</p>
Redemption for Tax Reasons	<p>The Issuer may redeem all but not part of the notes if, as a result of certain tax law changes, the Issuer would be required to pay Additional Amounts on the notes as described under “Description of the Notes - Payments of Additional Amounts.” This redemption would be at 100% of the principal amount, together with accrued and unpaid interest on the notes to, but excluding, the date fixed for redemption, and all Additional Amounts owed with respect thereto, if any. See “Description of the Notes - Redemption for Tax Reasons.”</p>
Additional Amounts	<p>If any taxes imposed by the United States are required to be withheld or deducted in respect of any payment made under or with respect to the notes or any Guarantee, we (or such Guarantor, if applicable) will, subject to certain exceptions and limitations set forth herein, pay Additional Amounts as is necessary in order that the net amounts received in respect of such payments by each beneficial owner who is not a United States person after such withholding or deduction (including any withholding or deduction in respect of such Additional Amounts) will equal the amounts which would have been received in respect of such payments on any note or Guarantee in the absence of such withholding or deduction. See “Description of the Notes - Payment of Additional Amounts.”</p>
Change of Control Offer	<p>If we experience a change of control event, we must offer to purchase the notes at 101% of their principal amount, plus accrued and unpaid interest. See “Description of the Notes—Repurchase at the Option of Holders—Change of Control Offer.”</p>
Certain Covenants	<p>The indenture governing the notes will contain, covenants that limit, among other things, the Issuer’s ability and the ability of its subsidiaries to:</p> <ul style="list-style-type: none"> <li>•incur liens securing debt;</li> <li>•enter into sale-leaseback transactions;</li> <li>•merge or consolidate with any other person; and</li> <li>•sell, assign, transfer, lease convey or otherwise dispose of all or substantially all of the Issuer’s assets or the assets of its subsidiaries.</li> </ul> <p>These covenants are subject to important exceptions, limitations and qualifications as described in “Description of the Notes—Certain Covenants.”</p>

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Use of Proceeds      The proceeds of the offering of the notes will be €750 million (approximately \$843 million, based on a €/€ exchange rate of €1.00/\$1.1243 as of September 15, 2016) before deducting the underwriting discount and other estimated fees and expenses of this offering. We intend to use the net proceeds from this offering to repay amounts outstanding under the Revolving Facility. As of July 15, 2016, we had €367 million (approximately \$408 million, based on a €/€ exchange rate of €1.00/\$1.1105 as of July 15, 2016) of borrowings under the Revolving Facility. Affiliates of certain of the underwriters may be lenders under the Revolving Facility and,

accordingly,  
may receive a  
portion of the  
net proceeds  
from this  
offering. See  
“Use of  
Proceeds.”  
We intend to  
use any  
proceeds not  
used to repay  
amounts  
outstanding  
under the  
Revolving  
Facility for  
general  
corporate  
purposes. We  
may  
temporarily  
invest funds  
that are not  
immediately  
needed for  
these purposes  
in short-term  
investments,  
including  
marketable  
securities. See  
“Use of  
Proceeds.”

Conflicts of Interest Affiliates of  
certain of the  
underwriters  
may be lenders  
under the  
Revolving  
Facility and  
may receive a  
portion of the  
proceeds of this  
offering used to  
repay amounts  
outstanding  
under the  
Revolving  
Facility. At

least 5% of the net proceeds of this offering would be directed to one or more of the underwriters (or their affiliates), which would be considered a “conflict of interest” under Financial Regulatory Authority, Inc. (“FINRA”) Rule 5121. As such, this offering is being conducted in accordance with the applicable requirements of Rule 5121. See “Conflicts of Interest.”

Listing

We intend to apply to list the notes on the NYSE. The listing application will be subject to approval by the NYSE. If such a listing is obtained, we have no obligation to maintain such listing, and we may delist the notes at any time.

Trustee

Wells Fargo Bank, National Association.

Registrar Deutsche Bank  
Trust Company  
Americas

Transfer Agent Deutsche Bank  
Trust Company  
Americas

Paying Agent Deutsche Bank  
Trust Company  
Americas

Governing Law State of New  
York.

Risk Factors See "Risk  
Factors" and  
other  
information  
included or  
incorporated by  
reference in this  
prospectus  
supplement and  
the  
accompanying  
prospectus for a  
discussion of  
factors you  
should consider  
carefully before  
investing in the  
notes.

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### RISK FACTORS

Investing in the notes involves various risks, including the risks described below as well as those discussed under the caption “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2015. You should carefully consider these risks and the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus before investing in the notes. These risks are not the only ones we face. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations, financial condition and results of operations. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. The trading price of the notes could decline due to any of these risks, and you may lose all or part of your investment.

#### Risks Relating to the Notes and the Guarantees

Our level of indebtedness could diminish our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or the chemicals industry and prevent us from meeting obligations under our indebtedness.

As of June 30, 2016, our total indebtedness was \$2.6 billion. In addition, as of June 30, 2016, we had \$900 million available for borrowing under our Revolving Facility and \$56 million available under our accounts receivable securitization facility. On July 15, 2016, we entered into the Credit Agreement which provides for an aggregate principal amount of \$1.5 billion in senior, unsecured credit facilities consisting of the Term Facility and the Revolving Facility. The proceeds from the Term Facility and €367 million (approximately \$408 million, based on a €/€ exchange rate of €1.00/\$1.1105 as of July 15, 2016) of borrowings under the Revolving Facility were used to repay the Company’s prior senior secured credit facilities.

Our level of indebtedness could have important consequences, including:

- increasing our vulnerability to general economic and industry conditions including exacerbating the impact of any adverse business effects that are determined to be material adverse events under our senior credit facilities;
- requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on indebtedness and amounts payable in connection with the satisfaction of our other liabilities, therefore reducing our ability to use our cash flow to fund operations, capital expenditures and future business opportunities or pay dividends on our common stock;
- exposing us to the risk of increased interest rates as certain of our borrowings are at variable rates of interest;
- limiting our ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions and general corporate or other purposes; and
- limiting our ability to adjust to changing market conditions and placing us at a competitive disadvantage compared to our competitors who have less debt.

We may incur additional indebtedness in the future, and the limited covenants in the indenture for the notes and the terms of the notes do not provide protection against some types of important corporate events.

The indentures governing our outstanding 3.250% Senior Notes due 2019, 5.875% Senior Notes due 2021 and 4.625% Senior Notes due 2022 (collectively, the “Outstanding Notes”) do not, and the indenture governing the notes will not, prohibit us from incurring additional unsecured indebtedness in the future. We are also permitted to incur secured indebtedness that would be effectively senior to the notes subject to the limitations described in the section herein entitled “Description of the Notes-Certain Covenants-Liens”. The indentures for the Outstanding Notes do not, and the indenture governing the notes will not:

- limit our ability to incur indebtedness that is equal in right of payment to the notes or the Outstanding Notes;
- restrict our subsidiaries’ ability to issue securities or otherwise incur indebtedness that would be senior to our equity interests in our subsidiaries and therefore would be structurally senior to the notes or the Outstanding Notes;
- restrict our ability to repurchase or prepay our securities; or
- restrict our ability to make investments or to repurchase or pay dividends or make other payments in respect of our common stock or other securities ranking junior to the notes or the Outstanding Notes.

In addition, the indenture governing the notes will not require us to maintain any financial ratios or specific levels of net worth, revenues, income, cash flow or liquidity and, accordingly, will not protect holders of the notes in the event that we experience significant adverse changes in our financial condition or results of operations.



As a result of the foregoing, when evaluating the terms of the notes, you should be aware that the terms of the indenture and the notes do not restrict our ability to engage in, or to otherwise be a party to, a variety of corporate transactions, circumstances and events, such as certain acquisitions, refinancings or recapitalizations that could substantially and adversely affect our capital

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structure and the value of the notes. For these reasons, you should not consider the covenants in the indenture as a significant factor in evaluating whether to invest in the notes.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly and affect our operating results.

Certain of our borrowings are at variable rates of interest and expose us to interest rate risk. If interest rates were to increase, our debt service obligations on our variable rate indebtedness would increase. As of June 30, 2016, we had \$713 million, €175 million and CNY330 million of variable rate debt subject to interest rate exposure. Accordingly, a 1% increase in interest rates would increase annual interest expense by \$10 million.

We may not be able to generate sufficient cash to service our indebtedness and may be forced to take other actions to satisfy obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our debt obligations depends on the financial condition and operating performance of our subsidiaries, which are subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the notes.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our scheduled debt service obligations. Certain covenants in the Credit Agreement governing our senior credit facilities restrict our ability to dispose of assets and to use the proceeds from the disposition of assets. We may not be able to consummate dispositions or to obtain the proceeds that we could realize from dispositions and these proceeds may not be adequate to meet any debt service obligations then due.

Restrictive covenants in our senior credit facilities may limit our ability to engage in certain transactions and may diminish our ability to make payments on our indebtedness or pay dividends.

The Credit Agreement governing our senior credit facilities and the Receivables Purchase Agreement (the "Purchase Agreement") governing our accounts receivables securitization facility contain various covenants that limit our ability to engage in specified types of transactions. The Credit Agreement requires us to maintain a maximum consolidated leverage ratio. Our ability to meet this financial ratio can be affected by events beyond our control, and we may not be able to meet this test at all.

The Credit Agreement also contains certain covenants, which, among other things, restrict certain merger transactions or the sale of all or substantially all of the assets of the Company or a significant subsidiary of the Company and limit the amount of liens and subsidiary indebtedness.

The Purchase Agreement also contains covenants including, but not limited to, restrictions on CE Receivables LLC, a wholly-owned, "bankruptcy remote" special purpose subsidiary of the Company, and certain other Company subsidiaries' ability to incur indebtedness; grant liens on assets; merge, consolidate, or sell assets; pay dividends or make other restricted payments; make investments; prepay or modify certain indebtedness; or engage in other businesses.

Such restrictions in the instruments governing our debt obligations could result in us having to obtain the consent of our lenders and holders of our Outstanding Notes and the notes in order to take certain actions. Disruptions in credit markets may prevent us from obtaining or make it mor