Celanese CORP
Form SC 13D/A
March 31, 2006

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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. 6)*

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
345 Park Avenue
New York, New York 10154
(212) 583-5000

Copy to:

William R. Dougherty, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)
March 30, 2006
(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.

CUSIP No. 150870 10 3

1	NAMES OF REPORTING PERSONS: Blackstone Capital Partners (Cayman) Ltd. 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) þ	
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): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER: 51,167,471
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:

PERSON		51,167,471
WITH		SHARED DISPOSITIVE POWER:
	10	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 51,167,471
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): 32.2%*
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO

CUSIP No. 150870 10 3

1	NAMES OF REPORTING PERSONS: Blackstone Capital Partners (Cayman) Ltd. 2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) þ	
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): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER: 3,548,611
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:

PERSON		3,548,611
WITH	**10**	SHARED DISPOSITIVE POWER:
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 3,548,611
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): 2.2%*
14		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO

CUSIP No. 150870 10 3

1	NAMES OF REPORTING PERSONS: Blackstone Capital Partners (Cayman) Ltd. 3 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) þ	
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): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER: 27,819,502
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:

PERSON		27,819,502
WITH	**10**	SHARED DISPOSITIVE POWER:
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 27,819,502
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): 17.5%*
14		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO

CUSIP No. 150870 10 3

1	NAMES OF REPORTING PERSONS: Blackstone Capital Partners (Cayman) IV L.P. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) þ	
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): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER: 51,167,471
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:

PERSON		51,167,471
WITH		SHARED DISPOSITIVE POWER:
	10	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 51,167,471
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): 32.2%*
14		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN

CUSIP No. 150870 10 3

1	NAMES OF REPORTING PERSONS: Blackstone Capital Partners (Cayman) IV-A L.P. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) þ	
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): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER: 812,632
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:

PERSON		812,632
WITH		SHARED DISPOSITIVE POWER:
	10	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 812,632
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): 0.5%*
14		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN

CUSIP No. 150870 10 3

1	NAMES OF REPORTING PERSONS: Blackstone Family Investment Partnership (Cayman) IV-A L.P. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) þ	
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): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER: 2,735,979
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:

PERSON		2,735,979
WITH	**10**	SHARED DISPOSITIVE POWER:
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,735,979
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): 1.7%*
14		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN

CUSIP No. 150870 10 3

1	NAMES OF REPORTING PERSONS: Blackstone Chemical Coinvest Partners (Cayman) L.P. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) þ	
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): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER: 27,819,502
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:

PERSON		27,819,502
WITH	**10**	SHARED DISPOSITIVE POWER:
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 27,819,502
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): 17.5%*
14		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN

CUSIP No. 150870 10 3

1	NAMES OF REPORTING PERSONS: Blackstone Management Associates (Cayman) IV L.P. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) þ	
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): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER: 82,535,584
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:

PERSON		82,535,584
WITH		SHARED DISPOSITIVE POWER:
	10	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 82,535,584
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): 52.0%*
14		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN

CUSIP No. 150870 10 3

1	NAMES OF REPORTING PERSONS: Blackstone LR Associates (Cayman) IV Ltd. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) þ	
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): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER: 82,535,584
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:

PERSON		82,535,584
WITH	**10**	SHARED DISPOSITIVE POWER:
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 82,535,584
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): 52.0%*
14		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO

CUSIP No. 150870 10 3

1	NAMES OF REPORTING PERSONS: Peter G. Peterson I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) þ	
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): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER: 82,566,361**
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:

PERSON		82,566,361**
WITH	**10**	SHARED DISPOSITIVE POWER:
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 82,566,361**
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): 52.1%* **
14		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): IN

CUSIP No. 150870 10 3

1	NAMES OF REPORTING PERSONS: Stephen A. Schwarzman I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) o (b) þ	
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): o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER: 82,566,361**
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:

PERSON		82,566,361**
WITH		SHARED DISPOSITIVE POWER:
	10	
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
11		
		82,566,361**
		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
12		
		o
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
13		
		52.1%* **
		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
14		
		IN

* The calculation of the foregoing percentage is based on 158,562,161 shares of the Issuer s common stock outstanding as of March 30, 2006, which number was provided to the Reporting Persons by the Issuer.
** Includes 30,777 stock options exercisable for Series A Common Stock.

This Amendment No. 6 amends and supplements the statement on Schedule 13D, originally filed with the Securities and Exchange Commission on March 30, 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. 6 shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION.

On March 30, 2006, the parties to the Third Shareholders Agreement entered into an amendment to such agreement (the Agreement) pursuant to which, among other things, the parties agreed to remove BACI as a party to such agreement and to terminate the proxy previously granted by BACI to BCP 1 to vote the shares of Series A Common Stock owned by BACI in all matters to be acted upon by stockholders of the Issuer and requirement for notice regarding changes in ownership obligation. Accordingly, BCP 1 no longer has any right to vote the shares of Series A Common Stock owned by BACI. The number of shares of Series A Common Stock held by the Blackstone Entities has not changed since the filing of the most recent amendment to the Schedule 13D or as a result of entering into the Agreement.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) and (b). The information contained on the cover pages and in Item 4 of this Schedule 13D is incorporated herein by reference.

ITEM 6. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE ISSUER.

The responses to Items 4 and 5 of this Schedule 13D are incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended and supplemented by the following:

The following exhibit is added to the Schedule 13D:

7. Amendment No. 2 to the Third Amended and Restated Shareholders Agreement dated as of October 31, 2005, by and among Celanese Corporation, Blackstone Capital Partners (Cayman) Ltd. 1, Blackstone Capital Partners (Cayman) Ltd. 2, Blackstone Capital Partners (Cayman) Ltd. 3 and BA Capital Investors Sidecar Fund, L.P., dated March 30, 2006.

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: March 30, 2006

BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 1

By: /s/ Robert L. Friedman
Name: Robert L. Friedman
Title: Director

BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 2

By: /s/ Robert L. Friedman
Name: Robert L. Friedman
Title: Director

BLACKSTONE CAPITAL PARTNERS (CAYMAN) LTD. 3

By: /s/ Robert L. Friedman
Name: Robert L. Friedman
Title: Director

BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV L.P.
By: Blackstone Management Associates (Cayman) IV L.P., its general partner

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Robert L. Friedman
Name: Robert L. Friedman
Title: Authorized Person

BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV-A L.P.

By: /s/ Robert L. Friedman
Name: Robert L. Friedman
Title: Authorized Person

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP (CAYMAN) IV-A L.P.

By: /s/ Robert L. Friedman
Name: Robert L. Friedman

Title: Authorized Person

BLACKSTONE CHEMICAL COINVEST
PARTNERS (CAYMAN) L.P.

By: /s/ Robert L. Friedman
Name: Robert L. Friedman
Title: Authorized Person

BLACKSTONE MANAGEMENT ASSOCIATES (CAYMAN) IV L.P.

By: Blackstone LR Associates (Cayman) IV Ltd., its general partner

By: /s/ Robert L. Friedman
Name: Robert L. Friedman
Title: Authorized Person

BLACKSTONE LR ASSOCIATES (CAYMAN) IV LTD.

By: /s/ Robert L. Friedman
Name: Robert L. Friedman
Title: Authorized Person

PETER G. PETERSON

By: /s/ Peter G. Peterson

STEPHEN A. SCHWARZMAN

By: /s/ Stephen A. Schwarzman