

CELESTICA INC  
Form SC TO-C  
May 02, 2005

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE TO**

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

**Celestica Inc.**

(Name of Subject Company (issuer))

**Celestica Inc.**

(Names of Filing Persons (identifying status as offeror, issuer or other person))

**Various Classes of Options to Purchase Subordinate Voting Shares**

(Title of Class of Securities)

**15101Q108**

(CUSIP Number of Class of Underlying Securities)

**1150 Eglinton Avenue East  
Toronto, Ontario, Canada M3C 1H7  
Attn: Elizabeth L. DelBianco  
Phone: (416) 448-5800**

**Copies to:**

LYNN TOBY FISHER, ESQ.  
JOEL I. GREENBERG, ESQ.  
Kaye Scholer LLP  
425 Park Avenue  
New York, New York 10022  
(212) 836-8000

I. BERL NADLER, ESQ.  
PATRICK MOYER, ESQ.,  
Davies, Ward, Phillips & Vineberg LLP  
1 First Canadian Place, Suite 4400  
Toronto, Ontario  
Canada M5X 1B1  
(416) 863-0900

(Name, address, and telephone numbers of person authorized  
to receive notices and communications on behalf of filing persons)

Calculation of Filing Fee

Transaction valuation  
N/A

Amount of filing fee\*  
N/A

\*

No filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

Edgar Filing: CELESTICA INC - Form SC TO-C

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \_\_\_\_\_ Filing Party: \_\_\_\_\_

Form or Registration No.: \_\_\_\_\_ Date Filed: \_\_\_\_\_

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

---

---

---

**Items 1-11.**

Not Applicable.

**Item 12. Materials to be Filed as Exhibits.**

Letter to employees from the Chief Executive Officer of Celestica Inc. with respect to repurchase of stock options, the text of which is attached hereto as Exhibit 99.1.

Letter to employees from the Chief Executive Officer of Celestica Inc. with respect to the shareholder approval of the repurchase of stock options, the text of which is attached hereto as Exhibit 99.2.

**Item 13. Information Required by Schedule 13E-3.**

Not Applicable.

**EXHIBIT INDEX**

Exhibit 99.1 Letter to employees

Exhibit 99.2 Letter to employees

Edgar Filing: CELESTICA INC - Form SC TO-C

**SIGNATURE**

After due 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.

Date: May 2, 2005

CELESTICA INC.

By: /s/ Elizabeth L. DelBianco

---

Elizabeth L. DelBianco  
Chief Legal Officer

3

---