

CELESTICA INC
Form SC TO-C
March 22, 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 Having an Exercise Price Per Share of \$30.00 or More**

(Title of Class of Securities)

15101Q108

(CUSIP Number of Class of Underlying Securities)

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Attn: Elizabeth L. DelBianco
Phone: (416) 448-5800**

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(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.

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- 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: _____
Form or Registration No.: _____

Filing Party: _____
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.

Press Release, dated March 21, 2005, the text of which is attached hereto as Exhibit 99.1, regarding Celestica Inc.'s option exchange program.

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

Not Applicable.

EXHIBIT INDEX

Exhibit 99.1 Press Release, dated March 21, 2005

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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.

CELESTICA INC.

Date: March 21, 2005

By: /s/ Elizabeth L. DelBianco

Elizabeth L. DelBianco
Chief Legal Officer

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