

SECURITIES AND EXCHANGE COMMISSION

FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

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CELESTICA INC

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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

For the month of August 2001

CELESTICA INC.
(TRANSLATION OF REGISTRANT'S NAME INTO ENGLISH)

12 CONCORDE PLACE
TORONTO, ONTARIO
CANADA, M3C 3R8
(416) 448-5800
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F _____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes _____ No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

CELESTICA INC.
FORM 6-K
MONTH OF AUGUST 2001

Filed with this Form 6-K is the following:

- Material Change Report, dated August 2, 2001, the text of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.
- Press release, dated July 24, 2001, the text of which is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

EXHIBITS

- 99.1 - Material Change Report, dated August 2, 2001
- 99.2 - Press Release, dated July 24, 2001

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, thereunto duly authorized.

CELESTICA INC.

Date: August 2, 2001

BY: /s/ Elizabeth DelBianco

Name: Elizabeth DelBianco
Title: Vice President & General Counsel

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EXHIBIT

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MATERIAL CHANGE REPORT

SECTION 75 OF THE SECURITIES ACT (ONTARIO)
SECTION 85 OF THE SECURITIES ACT (BRITISH COLUMBIA)
SECTION 118 OF THE SECURITIES ACT (ALBERTA)
SECTION 84 OF THE SECURITIES ACT, 1988 (SASKATCHEWAN)
SECTION 73 OF THE SECURITIES ACT (QUEBEC)
SECTION 81 OF THE SECURITIES ACT (NOVA SCOTIA)
SECTION 76 OF THE SECURITIES ACT, 1990 (NEWFOUNDLAND)

ITEM 1: REPORTING ISSUER

Celestica Inc.
7th Floor
12 Concorde Place
Toronto, ON M3C 3R8

ITEM 2: DATE OF MATERIAL CHANGE

July 24, 2001.

ITEM 3: PRESS RELEASE

A press release was issued on July 24, 2001 by Celestica Inc. in Toronto, Ontario. A copy of the press release is attached hereto.

ITEM 4: SUMMARY OF MATERIAL CHANGE

On July 24, 2001, Celestica Corporation ("Celestica") entered into agreements with Lucent Technologies Inc. ("Lucent") pursuant to which Celestica will acquire certain inventory, real estate, and operating assets from Lucent in Columbus, Ohio and Oklahoma City, Oklahoma. The agreements provide that on closing, Celestica and Lucent will enter into a five-year external manufacturing services supply agreement.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

On July 24, 2001, Celestica Corporation ("Celestica") entered into agreements with Lucent Technologies Inc. ("Lucent") pursuant to which Celestica will acquire certain inventory, real estate, and operating assets from Lucent in Columbus, Ohio and Oklahoma City, Oklahoma. Pursuant to the agreements, Celestica will purchase from Lucent certain inventory, machinery and equipment used by Lucent in conducting its manufacturing and repair operations for printed circuit board assemblies for switching and access products in Columbus, Ohio and in conducting its manufacturing and repair operations for printed circuit board assemblies and frame assemblies for wireless products in Oklahoma City, Oklahoma. Celestica will purchase

Lucent's facility in Columbus and will lease the Oklahoma City facility. The total acquisition cost to Celestica is expected to be between U.S.\$550-\$650 million, subject to certain post-closing adjustments, primarily for inventory.

The agreements provide that on closing, Celestica and Lucent will enter into a five-year external manufacturing services supply agreement under which Celestica will provide certain electronics manufacturing services to Lucent, such as printed circuit board assembly and test, prototype build, system assembly, repair, enclosure, backplane and supply chain management.

The transaction is expected to close before the end of the third quarter of 2001, and is subject to normal closing conditions, including regulatory approvals.

ITEM 6: RELIANCE ON SUBSECTION 75(3) OF THE
ONTARIO SECURITIES ACT OR EQUIVALENT PROVISIONS

Not applicable.

ITEM 7: OMITTED INFORMATION

Not applicable.

ITEM 8: SENIOR OFFICER

For further information, please contact Elizabeth L. DelBianco, Vice President, General Counsel and Secretary of Celestica at (416) 448-5800.

ITEM 9: STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 31 day of July, 2001

/s/ Elizabeth L. DelBianco

Elizabeth L. DelBianco
Vice President, General Counsel and
Secretary

CELESTICA ANNOUNCES FIVE-YEAR STRATEGIC
MANUFACTURING AGREEMENT WITH LUCENT
WORTH UP TO US\$10 BILLION

TORONTO, Canada - Celestica Inc. (NYSE, TSE: CLS), a world leader in electronics manufacturing services (EMS), today announced that it has entered into a strategic manufacturing agreement with Lucent Technologies. As part of this transaction, Celestica will become Lucent's primary EMS provider and will be acquiring certain inventory, real estate and operating assets.

The deal will include a five-year supply agreement worth up to US\$10 billion in total revenue. The purchase price is expected to be between US\$550 - \$650 million. Further terms will be disclosed upon the close of the transaction, which is expected to occur by the end of the current quarter, and is subject to normal closing conditions, including regulatory approvals.

This strategic manufacturing agreement will see Celestica become the leading EMS provider for Lucent's North American demand for switching, access and wireless networking systems products. Celestica will provide a spectrum of electronics manufacturing services such as printed circuit board assembly and test; prototype build; system assembly; repair; enclosure; backplane and supply chain management for the current and future generations of these products. A portion of this workload will be transferred to other Celestica facilities around the world.

"Celestica is pleased to announce this major expansion of its existing relationship with Lucent," said Eugene Polistuk, chairman and CEO, Celestica. "This announcement significantly expands our revenue base and capabilities, broadens our end-market portfolio and builds on the trusted relationship that the two companies have established. Importantly, it also reinforces the strategic and economic benefits of the EMS model and demonstrates that Celestica is well positioned as the partner of choice in electronics manufacturing services."

"By expanding our use of contract manufacturers, Lucent will benefit from their expertise and investments while we focus our resources on developing the advanced intelligent networking systems large service providers will need in the future," said Rock Pennella, vice president, Project Management. "Working with Celestica ensures we will continue to build networks with the high-quality products our customers have come to expect from Lucent."

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"This agreement with Celestica takes a long-standing relationship to a new level," said Jose Meija, chief supply officer and vice president of Supply Chain Networks for Lucent. "This supports our new supply chain management strategy designed to optimize cash flow from operations and free up capital, and is a key example of our determination to create a more nimble, more efficient Lucent Technologies."

ABOUT LUCENT TECHNOLOGIES

Lucent Technologies, headquartered in Murray Hill, N.J., USA, designs and delivers the systems, software and services for next-generation communications networks for service providers and enterprises. Backed by the research and development of Bell Labs, Lucent focuses on high-growth areas such as broadband and mobile Internet infrastructure; communications software; Web-based enterprise solutions that link private and public networks; and professional network design and consulting services. For more information on Lucent Technologies, visit its website at <http://www.lucent.com>.

ABOUT CELESTICA

Celestica is a world leader in electronics manufacturing services (EMS) for industry leading original equipment manufacturers (OEMs). With facilities in North America, Europe, Asia and Latin America, Celestica provides a broad range of services including design, prototyping, assembly, testing, product assurance, supply chain management, worldwide distribution and after-sales service. For further information on Celestica, visit its website at <http://www.celestica.com>. The company's security filings can also be accessed at www.sedar.com.

CELESTICA SAFE HARBOUR AND FAIR DISCLOSURE STATEMENT

STATEMENTS CONTAINED IN THIS PRESS RELEASE WHICH ARE NOT HISTORICAL FACTS ARE FORWARD-LOOKING STATEMENTS WHICH INVOLVE RISK AND UNCERTAINTIES WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED IN THE FORWARD-LOOKING STATEMENTS. AMONG THE KEY FACTORS THAT COULD CAUSE SUCH DIFFERENCES ARE: THE LEVEL OF OVERALL GROWTH IN THE ELECTRONICS MANUFACTURING SERVICES (EMS) INDUSTRY; LOWER- THAN-EXPECTED CUSTOMER DEMAND; COMPONENT CONSTRAINTS; VARIABILITY OF OPERATING RESULTS AMONG PERIODS; DEPENDENCE ON THE COMPUTER AND COMMUNICATIONS INDUSTRIES; DEPENDENCE ON A LIMITED NUMBER OF CUSTOMERS; AND THE ABILITY TO MANAGE EXPANSION, CONSOLIDATION AND THE INTEGRATION OF ACQUIRED BUSINESSES. THESE AND OTHER FACTORS ARE DISCUSSED IN THE COMPANY'S VARIOUS PUBLIC FILINGS AT <http://www.sedar.com> AND <http://www.sec.gov>

AS OF ITS DATE, THIS PRESS RELEASE CONTAINS ANY MATERIAL INFORMATION ASSOCIATED WITH THIS EVENT.

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For further information please contact:

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