

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC TO-C

Written communication relating to an issuer or third party tender offer

Filing Date: **2005-05-02**  
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([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### CELESTICA INC

CIK: **1030894** | IRS No.: **980185558** | State of Incorporation: **A6** | Fiscal Year End: **1231**  
Type: **SC TO-C** | Act: **34** | File No.: **005-55523** | Film No.: **05789656**  
SIC: **3672** Printed circuit boards

Mailing Address  
1150 EGLINTON AVENUE  
EAST  
TORONTO A6 M3C 1H7

Business Address  
1150 EGLINTON AVENUE  
EAST  
TORONTO A6 M3C 1H7  
416-448-5800

### FILED BY

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**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.  
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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.

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.**

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

## 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



**OPTION EXCHANGE PROGRAM – MESSAGE FROM STEVE DELANEY**

The translated versions of this letter are available on Celestica's Intranet website – Global HR – Option Exchange Program:  
[http://clsdb01.ca-chq.celestica.com/global/comm/homepage/corp\\_hr\\_hp.nsf/HTML/Option+Exchange+Program?open](http://clsdb01.ca-chq.celestica.com/global/comm/homepage/corp_hr_hp.nsf/HTML/Option+Exchange+Program?open)

From: Steve Delaney

To: Eligible Celestica Stock Option Holders:

I'm writing to let you know about an opportunity we are hoping to extend to employees who hold stock options.

Over the last few years, share prices of high technology companies, such as ours have, in most cases, declined substantially. As a result, many of our stock options are "underwater" – that is, the market price of our stock is below the exercise price at which you could buy the shares under the option. Those same options, while of no immediate value to you, could result in dilution for our shareholders which has become a concern to investors in recent years. As a result, we have investigated alternatives that rectify the concerns of employees and shareholders.

Later this year, we intend to provide stock option holders a one-time opportunity to exchange options that were granted with an exercise price of US\$30 (CAD \$40) or greater. The exchange program scheduled for June, 2005, would give you the choice of cancelling eligible options in exchange for US \$1.00 per option.

This is, in no way, an indication that we don't have confidence in our company's future or our ability to increase the share price over time. I've talked about the fact that we have a detailed plan to return the company to growth and profitability, and we are well on our way to getting there. All of our efforts are aimed at increasing the share price over time. But, in the meantime, we would like to provide eligible option holders the opportunity to receive some value for their underwater options. As well, by providing this opportunity, we will be addressing the concern of our shareholders, many of whom believe it is not desirable to have a large number of outstanding share options.

Our next step is to ask shareholders to approve this proposal at our Annual General Meeting on April 21. If approval is received, we will let you know promptly. We will also provide you more information about the exchange to help you better understand the opportunity that we're planning to make available in June of this year.

I look forward to contacting you again after the Annual General Meeting.

Regards,  
Steve Delaney  
Chief Executive Officer

WE ADVISE YOU TO CAREFULLY READ THE OFFER TO EXCHANGE AND OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION AS THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING THE EXCHANGE OFFER. ANY SUCH DOCUMENTS, ONCE FILED, WILL BE AVAILABLE, FREE OF CHARGE, AT THE SECURITY AND EXCHANGE COMMISSION'S WEBSITE AT WWW.SEC.GOV AND FROM CELESTICA'S INVESTOR RELATIONS AT (416) 448-2211.

QuickLinks

[Exhibit 99.1](#)

[OPTION EXCHANGE PROGRAM – MESSAGE FROM STEVE DELANEY](#)



**OPTION EXCHANGE UPDATE FROM STEVE DELANEY**

From: Steve Delaney  
To: Eligible Celestica Stock Option Holders:

I'm writing to inform you that Celestica's shareholders approved the Stock Option Exchange program on April 21, 2005, at our Annual General Meeting.

Over the next few weeks we will be providing you with an information package about the exchange to help you better understand the opportunity that we're planning to make available in June of this year.

As a reference, I've included the note I sent out to you on April 1, 2005, below.

Regards,  
Steve Delaney  
Chief Executive Officer

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Note sent out on April 1, 2005:

The translated versions of this letter are available on Celestica's Intranet website – Global HR – Option Exchange Program:  
[http://clsdb01.ca-chq.celestica.com/global/comm/homepage/corp\\_hr\\_hp.nsf/HTML/Option+Exchange+Program?open](http://clsdb01.ca-chq.celestica.com/global/comm/homepage/corp_hr_hp.nsf/HTML/Option+Exchange+Program?open)

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QuickLinks

[Exhibit 99.2](#)

[OPTION EXCHANGE UPDATE FROM STEVE DELANEY](#)