

Edgar Filing: CELESTICA INC - Form S-8

CELESTICA INC  
Form S-8  
June 15, 2001

As filed with the Securities and Exchange Commission on June 15, 2001

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

CELESTICA INC.

(Exact name of Registrant as specified in its charter)

Ontario, Canada  
(State or other jurisdiction  
of incorporation or organization)

N/A  
(I.R.S. Employer  
Identification No.)

12 Concorde Place  
Ontario, Canada  
(Address of principal executive offices)

M3C 3R8  
(Zip code)

Employee Share Ownership Plan  
Long-Term Incentive Plan  
Celestica Inc. Employee Share Purchase and Option Plan (1997)  
D2D Employee Share Purchase and Option Plan (1997)  
Canadian Employee Share Purchase and Option Plan (1998)  
1998 U.S. Employee Share Purchase and Option Plan  
1998 U.S. Executive Share Purchase and Option Plan  
Celestica 1997 UK Approved Share Option Scheme  
(Full titles of the plans)

Kaye Scholer LLP  
Attention: Managing Attorney  
425 Park Avenue, New York, New York 10022  
(212) 836-8000  
(NAME AND ADDRESS INCLUDING ZIP CODE, AND TELEPHONE NUMBER,  
INCLUDING AREA CODE OF AGENT FOR SERVICE)  
-----

Copies to:

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

I. BERL NADLER  
Davies Ward Phillips & Vineberg LLP  
1 First Canadian Place  
Toronto, Ontario MBX 1B1  
Canada  
(416) 863-0900

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 CALCULATION OF REGISTRATION FEE  
 =====

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE |
|--------------------------------------|-------------------------|---|---|
|                                      | 10,638,519 shares (1)   | \$ 39.29 (7) (8)                          | \$ 417,987,41                             |
|                                      | 4,802,231 shares (2)    | \$ 49.09 (9)                              | \$ 235,741,52                             |
| Subordinate Voting Shares            | 2,506,996 shares (3)    | \$ 5.00 (8)                               | \$ 12,534,98                              |
|                                      | 255,786 shares (4)      | \$ 5.00 (8)                               | \$ 1,278,93                               |
|                                      | 458,568 shares (5)      | \$ 7.50 (8)                               | \$ 3,439,26                               |
|                                      | 330,340 shares (6)      | \$ 5.00 (8)                               | \$ 1,651,70                               |
|                                      |                         |   | -----                                     |
|                                      |                         |   | \$ 672,633,80                             |

- (1) Additional shares reserved for issuance pursuant to options previously granted under the Long-Term Incentive Plan.
- (2) Additional shares reserved for issuance pursuant to the Long-Term Incentive Plan.
- (3) Additional shares reserved for issuance pursuant to options previously granted under the Celestica Inc. Employee Share Purchase and Option Plan (1997).
- (4) Additional shares reserved for issuance pursuant to options previously granted under the D2D Employee Share Purchase and Option Plan (1997).
- (5) Shares reserved for issuance pursuant to options previously granted under the Canadian Employee Share Purchase and Option Plan.
- (6) Shares reserved for issuance pursuant to options previously granted under the Celestica 1997 UK Approved Share Option Scheme.
- (7) The proposed maximum offering price reflects a weighted average exercise price for the options. The exercise price per share ranges from \$8.75 to \$56.1875.
- (8) The offering price has been computed pursuant to Rule 457(h) (1) promulgated under the Securities Act of 1933, as amended.
- (9) The offering price has been computed pursuant to Rule 457 (c) and 457(h) (1) promulgated under the Securities Act of 1933, as amended, on the basis of the average of the high and low prices of the subordinate voting shares reported on The New York Stock Exchange on June 12, 2001.

=====  
 Celestica Inc.'s Registration Statement on Form S-8, Registration Number 333-9500, filed with the Securities and Exchange Commission (the "Commission") on October 8, 1998 is incorporated herein by reference.

Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement.

ITEM 8. EXHIBITS.

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The following are filed as exhibits to this registration statement:

| EXHIBITS | DESCRIPTION   |
|----------|---|
| 4.1      | Celestica Inc. Long-Term Incentive Plan (1)   |
| 4.1.1    | Celestica Inc. Amended and Restated Long-Term Incentive Plan (2)  |
| 4.2      | Celestica Inc. Employee Share Ownership Plan (1)  |
| 4.2.1    | Celestica Inc. Amended and Restated Employee Share Ownership Plan (2)   |
| 4.3      | Celestica Inc. Employee Share Purchase and Option Plan (1997) (1)   |
| 4.4      | D2D Employee Share Purchase and Option Plan (1)   |
| 4.4.1    | Amended and Restated D2D Employee Share Purchase and Option Plan (2)  |
| 4.5      | 1998 U.S. Executive Purchase and Option Plan (1)  |
| 4.5.1    | Amended and Restated 1998 U.S. Employee Purchase and Option Plan (2)  |
| 4.6      | 1998 U.S. Executive Purchase and Option Plan (1)  |
| 4.6.1    | Amended and Restated 1998 U.S. Executive Purchase and Option Plan (2)   |
| 4.7      | Canadian Employee Share Purchase and Option Plan (2)  |
| 4.8      | Celestica 1997 UK Approved Share Option Scheme  |
| 5.1      | Opinion of Davies Ward Phillips & Vineberg LLP  |
| 23.1     | Consent of Davies Ward Phillips & Vineberg LLP<br>Contained in such firm's opinion as filed as Exhibit 5.1 hereto |
| 23.2     | Consent of Auditors   |
| 24.1     | Power of Attorney (included in signature page)  |

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- (1) Incorporated by reference to the Registration Statement on Form S-8 of Celestica Inc. filed on October 8, 1998 (Reg. No. 333-9500).
- (2) Incorporated by reference to Celestica Inc.'s Annual Report on Form 20-F for the fiscal year ended December 31, 2000.

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Country of Canada, on June 15, 2001.

CELESTICA INC.

By: /s/ J. Marvin MaGee

-----  
Name: J. Marvin MaGee

Title: President and Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby authorizes Eugene V. Polistuk, J. Marvin MaGee, Anthony P. Puppi and Elizabeth DelBianco, and each of them, as attorney-in-fact, to sign and file on his behalf, individually and in each capacity stated below, any pre-effective or

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post-effective amendment hereto.

| SIGNATURE<br>-----                                    | TITLE<br>-----   | DATE<br>----- |
|---|--|---------------|
| /s/ Eugene V. Polistuk<br>-----<br>Eugene V. Polistuk | Chairman, Director and Chief Executive Officer   | June 15, 2001 |
| /s/ Anthony P. Puppi<br>-----<br>Anthony P. Puppi     | Chief Financial Officer, Executive Vice President, General Manager, Global Services and Director | June 15, 2001 |
| /s/ Anthony R. Melman<br>-----<br>Anthony R. Melman   | Director   | June 15, 2001 |
| /s/ Mark L. Hilson<br>-----<br>Mark L. Hilson         | Director   | June 15, 2001 |
| _____<br>Robert L. Crandall                           | Director   |               |
| _____<br>Richard S. Love                              | Director   |               |
| /s/ Roger L. Martin<br>-----<br>Roger L. Martin       | Director   | June 15, 2001 |
| /s/ Gerald W. Schwartz<br>-----<br>Gerald W. Schwartz | Director   | June 15, 2001 |
| _____<br>Don Tapscott                                 | Director   |               |
| _____<br>John R. Walter                               | Director   |               |

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EXHIBIT INDEX

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