

CELESTICA INC  
Form 20-F  
March 22, 2012

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

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**FORM 20-F**

- o Registration statement pursuant to Section 12(b) or (g)  
of the Securities Exchange Act of 1934  
or
- ý Annual report pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
for the fiscal year ended December 31, 2011  
or
- o Transition report pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
or
- o Shell company report pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of event requiring this shell company report:**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission file number: 1-14832**

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**CELESTICA INC.**

*(Exact name of registrant as specified in its charter)*

**Ontario, Canada**

*(Jurisdiction of incorporation or organization)*

**844 Don Mills Road  
Toronto, Ontario, Canada M3C 1V7**

*(Address of principal executive offices)*

**Manny Panesar  
416-448-2211  
clsir@celestica.com  
844 Don Mills Road**

**Toronto, Ontario, Canada M3C 1V7**

*(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)*

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**Part I**

*In this Annual Report, "Celestica," the "Company," "we," "us" and "our" refer to Celestica Inc. and its subsidiaries.*

*In this Annual Report, all dollar amounts are expressed in United States dollars, except where we state otherwise. All references to "U.S.\$" or "\$" are to U.S. dollars and all references to "C\$" are to Canadian dollars. Unless we indicate otherwise, any reference in this Annual Report to a conversion between U.S.\$ and C\$ is a conversion at the average of the exchange rates in effect for the year ended December 31, 2011. During that period, based on the relevant noon buying rates in New York City for cable transfers in Canadian dollars, as certified for customs purposes by the Board of Governors of the Federal Reserve Bank, the average daily exchange rate was U.S.\$1.00 = C\$0.9887.*

*Unless we indicate otherwise, all information in this Annual Report is stated as of February 22, 2012, the date as of which we prepared information for our annual report to shareholders and management information circular and proxy statement.*

**Forward-Looking Statements**

Item 4, "Information on the Company," Item 5, "Operating and Financial Review and Prospects" and other sections of this Annual Report contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the U.S. Securities Act, Section 21E of the Securities Exchange Act of 1934 as amended, or the U.S. Exchange Act, and applicable Canadian securities legislation including those related to our future growth; trends in our industry; our financial or operational results, including our quarterly earnings and revenue guidance; the impact of program wins or losses and acquisitions on our financial results and working capital requirements; anticipated expenses, capital expenditures, benefits or payments; our financial or operational performance; our expected tax outcomes; our cash flows and financial targets; and the effect of the global economic environment on customer demand. Such forward-looking statements are predictive in nature, and may be based on current expectations, forecasts or assumptions involving risks and uncertainties that could cause actual outcomes and results to differ materially from the forward-looking statements themselves. Such forward-looking statements may, without limitation, be preceded by, followed by, or include words such as "believes," "expects," "anticipates," "estimates," "intends," "plans," or similar expressions, or may employ such future or conditional verbs as "may," "will," "should" or "would," or may otherwise be indicated as forward-looking statements by grammatical construction, phrasing or context. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the U.S. Private Securities Litigation Reform Act of 1995, and in applicable Canadian securities legislation.

Forward-looking statements are not guarantees of future performance. You should understand that the following important factors, in addition to those discussed in Item 3, "Key Information Risk Factors," and elsewhere in this Annual Report, could affect our future results and could cause those results to differ materially from those expressed in such forward-looking statements:

our dependence on a limited number of customers and on our customers' ability to compete and succeed in their marketplace for the products we manufacture;

the effects of price competition and other business and competitive factors generally affecting the electronics manufacturing services (EMS) industry;

the challenges of effectively managing our operations and our working capital performance during uncertain economic conditions, including responding to significant changes in demand from our customers;

the challenges of managing changing commodity and labor costs;

disruptions to our operations, or those of our customers, component suppliers or our logistics partners, resulting from local events, including natural disasters, political instability, labor and social unrest, criminal activity and other risks present in the jurisdictions in which we operate;

our inability to retain or expand our business due to execution problems relating to the ramping of new programs;



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the delays in the delivery and/or general availability of various components used in our manufacturing process;

the challenge of managing our financial exposures to foreign currency volatility;

our dependence on industries affected by rapid technological change;

variability of operating results among periods;

our ability to successfully manage our international operations;

increasing income taxes and our inability to successfully defend tax audits or meet the conditions of tax incentives;

the completion of our restructuring activities or integration of our acquisitions; and

the risk of potential non-performance by counterparties, including but not limited to financial institutions, customers and suppliers.

Our forward-looking statements are also based on various assumptions which management believes are reasonable under the current circumstances, but may prove to be inaccurate, and many of which involve factors that are beyond our control. The material assumptions may include the following:

forecasts from our customers, which range from 30 days to 90 days and can fluctuate significantly in terms of volume and mix of products or services;

the timing and execution of, and investments associated with, ramping new business;

the success in the marketplace of our customers' products;

general economic and market conditions;

currency exchange rates;

pricing and competition;

anticipated customer demand;

supplier performance and pricing;

commodity, labor, energy and transportation costs;

operational and financial matters; and

technological developments.

Our assumptions and estimates are based on management's current views with respect to current plans and events, and are and will be subject to the risks and uncertainties discussed above. Forward-looking statements are provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that such information may not be appropriate for other purposes.

Except as required by applicable law, we disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should read this Annual Report and the documents, if any, that we incorporate by reference with the understanding that our actual future results may be materially different from what we expect. We may not update these forward-looking statements, even if our situation changes in the future. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

**Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not applicable.



**Item 3. Key Information****A. Selected Financial Data**

You should read the following selected financial data together with Item 5, "Operating and Financial Review and Prospects," the Consolidated Financial Statements in Item 18 and the other information in this Annual Report. The selected financial data is derived from the Consolidated Financial Statements for the years presented below.

The Consolidated Financial Statements for 2010 and 2011 were prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The consolidated financial information in the below tables for 2007, 2008, 2009 and 2010 was prepared in accordance with prior Canadian generally accepted accounting principles (GAAP) which conform in all material respects with U.S. GAAP except as described in footnote 6 below. GAAP differs in some respects from IFRS. We have provided an explanation of how the transition to IFRS has affected our reported financial position, financial performance and cash flows in note 3 to the Consolidated Financial Statements in Item 18.

	<b>Year ended December 31</b>	
	<b>2010<sup>(1)</sup></b>	<b>2011<sup>(1)</sup></b>
	<b>(in millions, except per share amounts)</b>	
<b>Consolidated Statements of Operations Data (IFRS):</b>		
Revenue	\$ 6,526.1	\$ 7,213.0
Cost of sales	6,082.0	6,721.6
Gross profit	444.1	491.4
Selling, general and administrative expenses (SG&A) <sup>(2)</sup>	252.1	267.2
Amortization of intangible assets	15.8	13.5
Other charges <sup>(3)</sup>	49.9	6.5
Finance costs <sup>(4)</sup>	6.9	5.4
Earnings before income taxes	119.4	198.8
Income tax expense	18.2	3.7
Net earnings	\$ 101.2	\$ 195.1
<b>Other Financial Data (IFRS):</b>		
Basic earnings per share	\$ 0.44	\$ 0.90
Diluted earnings per share	\$ 0.44	\$ 0.89
Property, plant and equipment and computer software cash expenditures	\$ 60.8	\$ 62.3
<b>Shares used in computing per share amounts (in millions):</b>		
Basic	227.8	216.3
Diluted	230.1	218.3

	<b>As at December 31</b>	
	<b>2010<sup>(1)</sup></b>	<b>2011<sup>(1)</sup></b>
	<b>(in millions)</b>	
<b>Consolidated Balance Sheet Data (IFRS):</b>		
Cash and cash equivalents	\$ 632.8	\$ 658.9
Working capital <sup>(5)</sup>	1,009.1	1,116.0
Property, plant and equipment	332.2	322.7
Total assets	3,013.9	2,969.6
Equity	1,282.9	1,463.8

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	Year ended December 31			
	2007 <sup>(1)</sup>	2008 <sup>(1)</sup>	2009 <sup>(1)</sup>	2010 <sup>(1)</sup>
(in millions, except per share amounts)				
<b>Consolidated Statements of Operations Data (Canadian GAAP):</b>				
Revenue	\$ 8,070.4	\$ 7,678.2	\$ 6,092.2	\$ 6,526.1
Cost of sales	7,648.0	7,147.1	5,662.4	6,082.8
Gross profit	422.4	531.1	429.8	443.3
SG&A <sup>(2)</sup>	271.7	292.0	244.5	250.2
Amortization of intangible assets	44.7	26.9	21.9	15.6
Integration costs related to acquisitions	0.1			
Other charges <sup>(3)</sup>	47.6	885.2	68.0	68.4
Interest expense <sup>(4)</sup>	51.2	42.5	35.0	6.5
Earnings (loss) before income taxes	7.1	(715.5)	60.4	102.6
Income tax expense	20.8	5.0	5.4	21.8
Net earnings (loss)	\$ (13.7)	\$ (720.5)	\$ 55.0	\$ 80.8
<b>Other Financial Data (Canadian GAAP):</b>				
Basic earnings (loss) per share	\$ (0.06)	\$ (3.14)	\$ 0.24	\$ 0.35
Diluted earnings (loss) per share	\$ (0.06)	\$ (3.14)	\$ 0.24	\$ 0.35
Property, plant and equipment and computer software cash expenditures	\$ 63.7	\$ 88.8	\$ 77.3	\$ 60.8
<b>Consolidated Statements of Operations Data (U.S. GAAP)<sup>(6)</sup>:</b>				
Net earnings (loss)	\$ (16.1)	\$ (725.8)	\$ 39.0	\$ 80.9
<b>Shares used in computing per share amounts (in millions):</b>				
Basic	228.9	229.3	229.5	