

Edgar Filing: CELESTICA INC - Form S-8

CELESTICA INC
Form S-8
May 14, 2002

As filed with the Securities and Exchange Commission on May 14, 2002

Registration No. 333-

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)

Long-Term Incentive Plan
(Full title of the plan)

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

I. BERL NADLER
Davies Ward Phillips & Vineberg LLP
1 First Canadian Place

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425 Park Avenue
New York, N.Y. 10022
(212) 836-8000

Toronto, Ontario M5X 1B1
Canada
(416) 863-0900

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE | PROPOSED AGGREGATE |
|--------------------------------------|-------------------------|---|--------------------|
| Subordinate Voting Shares | 6,000,000 shares (1) | \$ 28.525 (2) | \$171,1 |

(1) Additional shares reserved for issuance pursuant to options previously granted under the Long-Term Incentive Plan.

(2) 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 May 13, 2002

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, and Registration Statement on Form S-8, Registration Number 333-63112, filed with the Commission on June 15, 2001, are 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contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is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.

The following are filed as exhibits to this registration statement:

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| EXHIBITS | DESCRIPTION |
|----------|---|
| 4.1 | Amended and Restated Celestica Inc. Long-Term Incentive Plan |
| 5.1 | Opinion of Davies Ward Phillips & Vineberg LLP |
| 23.1 | Consent of Davies Ward Phillips & Vineberg LLP 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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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 May 14, 2002.

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 post-effective amendment hereto.

SIGNATURE

TITLE

/s/ Eugene V. Polistuk

Eugene V. Polistuk

Chairman, Director and Chief Executive Officer

May 14

/s/ Anthony P. Puppi

Anthony P. Puppi

Chief Financial Officer, Executive Vice
President, and General Manager - Services

May 14

/s/ William Etherington

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| | |
|-------------------------|--------|
| ----- Director | May 14 |
| Robert L. Crandall | |
| /s/ William Etherington | |
| ----- Director | May 14 |
| William Etherington | |
| ----- Director | |
| Richard S. Love | |
| /s/ Roger L. Martin | |
| ----- Director | May 14 |
| Roger L. Martin | |
| /s/ Anthony R. Melman | |
| ----- Director | May 14 |
| Anthony R. Melman | |
| /s/ Michio Naruto | |
| ----- Director | May 14 |
| Michio Naruto | |
| ----- Director | |
| Gerald W. Schwartz | |
| /s/ Don Tapscott | |
| ----- Director | May 14 |
| Don Tapscott | |

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EXHIBIT INDEX

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