

CELESTICA INC.
FORM 6-K/A
MONTH OF JUNE 2001

Filed with this Form 6-K is the following:

- - Material Change Report, dated June 22, 2001, the text of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Exhibits

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99.1 - Material Change Report, dated June 22, 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: June 22, 2001

BY: /s/ Elizabeth DelBianco

Name: Elizabeth DelBianco

Title: Vice President & General Counsel

EXHIBIT INDEX

EXHIBIT

DESCRIPTION

99.1 Material Change Report, dated June 22, 2001.

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

June 15, 2001

ITEM 3: PRESS RELEASE

A press release was issued on June 15, 2001 by Celestica Inc. ("Celestica") in Toronto, Ontario and Singapore.

ITEM 4: SUMMARY OF MATERIAL CHANGE

On June 15, 2001, Celestica entered into an agreement with Omni Industries Limited ("Omni") that provides for the acquisition by Celestica of all of the outstanding shares of Omni, a diversified Asian electronics manufacturing services provider, headquartered in Singapore. The transaction is expected to close in the fourth quarter of 2001.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

On June 15, 2001, Celestica entered into an agreement with Omni that provides for the acquisition by Celestica of all of the outstanding shares of Omni, a diversified Asian electronics manufacturing services provider, headquartered in Singapore.

Omni has a broad-based presence in Asia with locations in Singapore, Malaysia, China, Indonesia and Thailand, and the company is also represented in the United States and Mexico. Among other things, Omni provides printed circuit board assembly and system assembly services, as well as other related supply chain capabilities including plastic injection

molding, IC equipment, substrates and distribution, for OEMs in the PC and PC peripherals, storage and communications sectors. Omni has approximately 9,000 employees.

Under the agreement, Omni shareholders will be entitled to receive 0.045 subordinate voting shares of Celestica for each Omni share. Omni shareholders will be able to elect to receive cash, in lieu of Celestica subordinate voting shares, in respect of some or all of their Omni shares on the basis of S\$4.25 (approximately U.S.\$2.35) for each Omni share exchanged under the agreement. Total cash available for the cash election is limited to S\$860 million (approximately U.S.\$475 million). Accordingly, if Omni shareholders were to elect to receive more cash than is available, their cash elections would be pro-rated so that a maximum of S\$860 million cash is paid by Celestica. Omni shareholders who do not make an election as to the form of consideration they wish to receive, or who are not permitted to make an election due to the securities laws of the jurisdiction in which they reside, will receive consideration in the form of Celestica subordinate voting shares only.

The transaction, which has been approved by the boards of directors of Omni and Celestica, is subject to Omni shareholder and court approvals, and certain other conditions. Certain shareholders of Omni, including its chairman, Wuthelam Industries (S) Pte Ltd. and key members of Omni management, who collectively own in aggregate approximately 32% of the outstanding shares of Omni, have entered into agreements to vote their shares in favour of the transaction, which will be effected through a scheme of arrangement.

As at the announcement date, the total transaction value, including consideration for shares, stock options and assumption of net debt, was approximately U.S.\$890 million, assuming that the total amount of cash is subscribed for. The transaction is expected to close in the fourth quarter of 2001.

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 22nd day of June, 2001

(signed) ELIZABETH L. DELBIANCO

Elizabeth L. DelBianco
Vice President, General Counsel
and Secretary