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

SCHEDULE TO

(Amendment No. 2)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934**

CELESTICA INC.

(Name of Subject Corporation (issuer))

Celestica Inc. (Issuer)

(Name of Filing Persons (identify status as offeror, issuer or other person))

Subordinate Voting Shares
(Title of Class of Securities)

15101Q108

(CUSIP Number of Class of Securities)

Celestica Inc.

Attention: Executive Vice President, Chief Legal and Administrative Officer

844 Don Mills Road

Toronto, Ontario, Canada M3C 1V7

(416) 448-2211

(Name, address and telephone number of person authorized to
receive notices and communications on behalf of filing person)

Copy to:

Lynn Toby Fisher, Esq.
Kaye Scholer LLP
425 Park Avenue
New York, NY 10022
(212) 836-8000

CALCULATION OF FILING FEE

Transaction Valuation(1)

\$175,000,000

Amount of Filing Fee(2)

\$23,870

- (1) Calculated solely for purposes of determining the amount of the filing fee. This amount is based upon the offer to purchase for not more than \$175,000,000 an aggregate of up to 25,000,000 subordinate voting shares of Celestica Inc. at a purchase price of not more than \$8.00 and not less than \$7.00 per share in cash.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$136.40 per \$1,000,000 of the value of the transaction.
- 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: | \$23,870 |
| Form or Registration No.: | Schedule TO |
| Filing Party: | Celestica Inc. |
| Date Filed: | October 29, 2012 |

- Check the box if 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: .

Introduction

This Amendment No. 2 (this “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (“SEC”) on October 29, 2012 (the “Schedule TO”), as amended and supplemented by Amendment No. 1 to the Schedule TO filed on November 6, 2012 (“Amendment No. 1”) by Celestica Inc., a corporation organized under the laws of the province of Ontario (“Celestica” or the “Corporation”). The Schedule TO relates to the offer by Celestica, to the holders of its subordinate voting shares (the “Shares”), to purchase up to an aggregate amount of US\$175,000,000 of Shares at a price of not more than US\$8.00 per Share and not less than US\$7.00 per Share in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 29, 2012 (the “Offer to Purchase”), the accompanying Issuer Bid Circular (the “Circular”), and the related Letter of Transmittal and Notice of Guaranteed Delivery which, collectively, as amended or supplemented from time to time, constitute the “Offer Documents.” Filed herewith as Exhibit (a)(6) is a copy of the press release issued by Celestica Inc. dated November 16, 2012 announcing the waiver of a condition to the Offer, and the information contained therein is incorporated herein by reference.

This Amendment No. 2 is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

All information in the Offer Documents, including all schedules and annexes thereto, which were previously filed with the Schedule TO, and the information in Amendment No. 1 is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided for herein.

Items 1 through 11.

Items 1 through 11 of the Schedule TO, to the extent they incorporate by reference information contained in the Offer Documents, are hereby amended as follows:

(1) The section “Conditions of the Offer” of the Offer to Purchase is hereby amended and supplemented as follows:

The following sentence is inserted as the third sentence of the last paragraph of this section:

On November 16, 2012, the Corporation publicly announced that it has waived the condition contained in (f) above.

Filed with this Amendment No.2 as Exhibit (a)(6) is the press release issued by the Corporation on November 16, 2012 announcing the waiver of the condition to the Offer described above.

Item 12.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit to the exhibit index:

(a)(6) Press Release issued by Celestica Inc. on November 16, 2012

Item 12. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)*	Offer to Purchase, dated October 29, 2012 and the accompanying Issuer Bid Circular.
(a)(1)(B)*	Letter of Transmittal.
(a)(1)(C)*	Notice of Guaranteed Delivery.
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)*	Press release announcing commencement of Offer, dated October 29, 2012.
(a)(6)	Press release announcing waiver of a condition, dated November 16, 2012.
(b)(1)	Sixth Amended and Restated Revolving Term Credit Agreement, dated January 14, 2011, between: Celestica Inc., the subsidiaries of Celestica Inc. specified therein as Designated Subsidiaries, CIBC World Markets, as Joint Lead Arranger, RBC Capital Markets, as Joint Lead Arranger and Co-Syndication Agent, Canadian Imperial Bank of Commerce, a Canadian Chartered Bank, as Administrative Agent, Banc of America Securities LLC, as Co-Syndication Agent and the financial institutions named in Schedule A, as lenders. (1)
(b)(2)*	First Amendment to Sixth Amended and Restated Revolving Term Credit Agreement, dated January 14, 2011, between: Celestica Inc., the subsidiaries of Celestica Inc. specified therein as Designated Subsidiaries, CIBC World Markets, as Joint Lead Arranger, RBC Capital Markets, as Joint Lead Arranger and Co-Syndication Agent, Canadian Imperial Bank of Commerce, a Canadian Chartered Bank, as Administrative Agent, Banc of America Securities LLC, as Co-Syndication Agent and the financial institutions named in Schedule A, as lenders, dated February 28, 2011.

- (d)(1)* Coattail Agreement, dated June 29, 1998, between Onex Corporation, Celestica Inc. and Montreal Trust Company of Canada.
- (d)(2) Amended and Restated Celestica Inc. Long-Term Incentive Plan. (2)
- (d)(3)* Directors' Share Compensation Plan (2008)
- (d)(4) Manufacturer's Services Limited Second Amended and Restated Non-Qualified Stock Option Plan, as amended. (3)
- (d)(5) Manufacturer's Services Limited 2000 Non-Employee Director Stock Option Plan, as amended. (3)
- (d)(6) Manufacturer's Services Limited 2000 Non-Qualified Stock Option Plan. (3)
- (d)(7) Manufacturer's Services Limited 2000 Equity Incentive Plan, as amended. (3)
- (g) Not applicable.
- (h) Not applicable.

* Previously filed with Schedule TO on October 29, 2012.

(1) Incorporated by reference to Annual Report on Form 20-F filed March 24, 2011.

(2) Incorporated by reference to Annual Report on Form 20-F filed March 23, 2010.

(3) Incorporated by reference to Registration Statement on Form S-8 filed March 15, 2004.

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.

/s/ Elizabeth L. DelBianco

Name: Elizabeth L. DelBianco

Title: Executive Vice President, Chief Legal and Administrative Officer

Date: November 16, 2012

FOR IMMEDIATE RELEASE

Friday November 16, 2012

(All amounts in U.S. dollars)

Celestica Waives Condition to Substantial Issuer Bid

TORONTO, Canada - Celestica Inc. (NYSE, TSX: CLS), a global leader in the delivery of end-to-end product lifecycle solutions, today announced that it has waived a condition to its previously announced substantial issuer bid (the "Offer").

Celestica has waived the condition that would have permitted the Offer to be withdrawn should Celestica determine, in its sole judgment, acting reasonably, that the purchase price per subordinate voting share (a "Share") under the Offer exceeds the fair market value of a Share as of the expiration date of the Offer, determined without reference to the Offer. This condition has been waived because it is not capable of independent verification and therefore may not be appropriate under the U.S. regulations applicable to the Offer as it does not provide tendering shareholders with reasonable specificity as to the condition.

Celestica commenced the Offer to purchase for cancellation up to 25,000,000 of its Shares for an aggregate purchase price not exceeding US\$175,000,000 on October 29, 2012. The Offer is being conducted through a "modified Dutch auction" within a price range of not less than US\$7.00 per Share and not more than US\$8.00 per Share (in increments of US\$0.10 per Share within that range). Celestica has not revised the specified price range for tenders pursuant to the Offer.

The "modified Dutch auction" tender process allows shareholders to individually select the price, within the specified range, at which they are willing to sell their Shares. When the Offer expires, Celestica will select the lowest purchase price that will allow it to purchase the maximum number of Shares properly tendered to the Offer, and not properly withdrawn, having an aggregate purchase price not exceeding US\$175,000,000. If Shares with an aggregate purchase price of more than US\$175,000,000 are properly tendered and not properly withdrawn, Celestica will purchase the Shares on a *pro rata* basis except that "odd lot" tenders (of holders beneficially owning fewer than 100 Shares) will not be subject to pro-ration.

The Offer is not conditional on any minimum number of Shares being tendered to the Offer, but is subject to other conditions customary for a transaction of this nature. The Offer will remain open for acceptance until 5:00 p.m. (EST) on December 3, 2012, unless withdrawn or extended by Celestica. A complete description of the terms and conditions of the Offer are contained in the Offer to Purchase, Issuer Bid Circular and other related documents, including any amendments thereto, filed with the applicable Canadian provincial and territorial securities commissions and the U.S. Securities and Exchange Commission and mailed to shareholders on October 29, 2012. The Offer documents are available on SEDAR at www.sedar.com, on EDGAR at www.sec.gov, and on Celestica's website at www.celestica.com.

The Celestica Board has authorized the making of the Offer. Neither Celestica nor its Board makes any recommendation to shareholders as to whether to tender or refrain from tendering their Shares to the Offer. Shareholders are urged to consult their own financial, tax and legal advisors and to make their own decisions whether to tender or to refrain from tendering their Shares to the Offer and, if so, how many Shares to tender and at what price or prices.

Scotia Capital Inc. and Scotia Capital (USA) Inc. have been retained by Celestica to act as dealer managers in connection with the Offer in Canada and the United States, respectively. Any questions or requests for information regarding the Offer may be directed to Computershare Investor Services Inc., as the depositary for the Offer, at 1-800-564-6253 (Toll Free - North America) or 1-514-982-7555 (Overseas).

About Celestica

Celestica is dedicated to delivering end-to-end product lifecycle solutions to drive our customers' success. Through our simplified global operations network and information technology platform, we are solid partners who deliver informed, flexible solutions that enable our customers to succeed in the markets they

serve. Committed to providing a truly differentiated customer experience, our agile and adaptive employees share a proud history of demonstrated expertise and creativity that provides our customers with the ability to overcome any challenge. For further information on Celestica, visit its website at www.celestica.com. Celestica's security filings can also be accessed at www.sedar.com and www.sec.gov.

This press release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell Shares in the Offer. The solicitation of offers to purchase Shares is made only pursuant to the Offer to Purchase, Issuer Bid Circular and related materials that Celestica has filed with the Canadian provincial and territorial securities regulators and the U.S. Securities and Exchange Commission ("SEC") and distributed to its shareholders, as they may be amended or supplemented. Shareholders should read these materials carefully before making any decision with respect to the Offer because they contain important information, including the terms and conditions of the Offer. Each of these documents has been or will be filed with the SEC and the Canadian securities regulators, and shareholders may obtain them free of charge from the SEC's website at www.sec.gov or at www.sedar.com.

Safe Harbor and Fair Disclosure Statement

This news release may contain forward-looking statements related to our plans, objectives, expectations and intentions, including our expectations regarding the terms, conditions and expiry date of the Offer, and other statements contained in this release that are not historical facts. 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", "continues", 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 applicable Canadian securities legislation. Forward-looking statements are not guarantees of future performance. These statements are based on our current beliefs or expectations, including, our assumptions, beliefs and expectations regarding Celestica's future capital requirements, market and general economic conditions, and its ability to obtain regulatory approvals. These statements are inherently subject to significant risks, uncertainties and changes in circumstances, many of which are beyond the control of Celestica. Our actual results may differ materially from those expressed or implied by such forward-looking statements, including as a result of changes in global, political, economic, business, competitive, market and regulatory factors. These and other risks and uncertainties, as well as other information related to Celestica, are discussed in our various public filings at www.sedar.com, including our Annual Report on Form 20-F filed with the Canadian securities regulators. 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.

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