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

SCHEDULE TO

(Amendment No. 3)

**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. 3 (this “Amendment No. 3”) 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”) and Amendment No. 2 to the Schedule TO filed on November 19, 2012 (“Amendment No. 2”) 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)(7) is a copy of the press release issued by Celestica Inc. dated December 4, 2012 announcing the preliminary results of the Offer.

This Amendment No. 3 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 and Amendment No. 2 is hereby expressly incorporated by reference into this Amendment No. 3, except that such information is hereby amended and supplemented to the extent specifically provided for herein.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On December 4, 2012, Celestica Inc. issued a press release announcing the preliminary results of the Offer, which expired at 5:00 p.m., Eastern time, on December 3, 2012. A copy of the press release is filed as Exhibit (a)(7) and is incorporated herein by reference.

Item 12. Exhibits.

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

- (a)(7) Press Release issued by Celestica Inc. on December 4, 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.
(a)(7)	Press release announcing the preliminary results of the Offer, dated December 4, 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.

** Previously filed with Amendment No. 1 on November 19, 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: December 4, 2012

FOR IMMEDIATE RELEASE

Tuesday December 4, 2012

**Celestica Announces Successful US\$175 million
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 the preliminary results of its "modified Dutch auction" substantial issuer bid (the "Offer") to purchase for cancellation up to US\$175,000,000 of its subordinate voting shares ("Shares"), which expired at 5:00 p.m. (Eastern time) on December 3, 2012.

All the terms and conditions of the Offer have been complied with or waived and, based on a preliminary count by Computershare Investor Services Inc., as depositary for the Offer (the "Depositary"), Celestica expects to take up and pay for approximately 22,435,897 Shares at a purchase price of US\$7.80 per Share (the "Purchase Price"). The Shares to be purchased under the Offer represent approximately 12% of the Shares issued and outstanding prior to giving effect to the Offer. After giving effect to the Offer, the number of issued and outstanding Shares is expected to be approximately 163,792,303.

Shareholders of Celestica had the opportunity to tender Shares until 5:00 p.m. (Eastern time) on December 3, 2012, by electing an auction tender at a price of their choice between US\$7.00 and US\$8.00 per Share or, alternatively, by electing a purchase price tender at which they could sell their Shares at the Purchase Price to be determined by the Corporation pursuant to the Offer.

Approximately 34,655,806 Shares were properly tendered to the Offer. As the Offer was oversubscribed, successfully tendering shareholders will have the number of Shares purchased pro-rated following determination of the final results of the Offer, except that "odd lot" tenders (of holders beneficially owning fewer than 100 Shares) will not be subject to pro-ration. Celestica expects that tendering shareholders subject to pro-ration will have approximately 90% of their tendered Shares purchased by Celestica under the Offer.

The number of Shares to be purchased under the Offer, the pro-ration factor and the Purchase Price are preliminary and are subject to verification by the Depositary. Celestica expects to be able to release the final results of the Offer, including the final Purchase Price and pro-ration factor, on December 7, 2012.

A complete description of the Offer is contained in the offer to purchase and issuer bid circular dated October 29, 2012 and other related documents, including any amendments thereto, filed with the applicable Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission. 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. Payment and settlement of the purchased Shares will be effected to registered shareholders by the Depositary in accordance with the Offer. Any Shares tendered and not purchased will be returned to shareholders promptly by the Depositary.

Scotia Capital Inc. and Scotia Capital (USA) Inc. acted as dealer managers in connection with the Offer in Canada and the United States, respectively.

Celestica is authorized to purchase additional Shares from time to time pursuant to its normal course issuer bid, but under U.S. securities laws no such additional purchases may be made prior to December 18, 2012.

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 our website at www.celestica.com. Celestica's securities filings can also be accessed at www.sedar.com and www.sec.gov.

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 actual number of Shares to be taken up and paid for in connection with the Offer, the final Purchase Price, the pro-ration factor, the number of Shares issued and outstanding after the bid, the timing of payment and settlement for Shares to be purchased under 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 without limitation, our assumptions, beliefs and expectations regarding the completeness and accuracy of information provided by the Depositary in respect of the Offer and Celestica's share capital, Celestica's capital requirements, market and general economic conditions, demand for our customers' products and the absence of unforeseen legal or regulatory developments. 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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