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CELESTICA INC  
Form S-8  
August 03, 2001

As filed with the Securities and Exchange Commission on August 3, 2001

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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)

Primetech Electronics Inc. 1998 Stock Option Plan  
(Full titles of the plans)

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

I. BERL NADLER  
Davis Ward Phillips & Vineberg LLP  
1 First Canadian Place  
Toronto, Ontario MBX 1B1  
Canada  
(416) 863-0900

CALCULATION OF REGISTRATION FEE

-----  
TITLE OF SECURITIES TO BE  
REGISTERED

AMOUNT TO BE  
REGISTERED

PROPOSED  
MAXIMUM

PROPOS  
AGGREGA

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OFFERING PRICE  
PER SHARE

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|                           |                |              |         |
|---------------------------|----------------|--------------|---------|
| Subordinate Voting Shares | 268,299 shares | \$ 70.75 (1) | \$ 18,9 |
|---------------------------|----------------|--------------|---------|

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(1) The proposed maximum offering price reflects a weighted average exercise price for the options. The exercise price per share ranges from \$45.45 to \$111.36.

(2) The offering price has been computed pursuant to Rule 457(h) (1) promulgated under the Securities Act of 1933, as amended.

PART II

INFORMATION REQUIRED IN  
THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, or portions thereof, filed with the Securities and Exchange Commission (the "Commission") and any future filings made with the Commission under the Exchange Act on Form 20-F, Form 40-F, Form 10-K, Form 10-Q and Form 8-K are incorporated herein by reference. We also incorporate by reference any Form 6-K we may file in the future with the Commission unless we state in the Form 6-K that it is not incorporated by reference into this registration statement.

1. The Company's Annual Report on Form 20-F for the year ended December 31, 2000, filed with the Commission on May 22, 2001.
2. The Company's Report on Form 6-K for the month of May 2001.
3. The Company's Report on Form 6-K/A for the month of May 2001.
4. The Company's Report on Form 6-K/B for the month of May 2001.
5. The Company's Report on Form 6-K/C for the month of May 2001.
6. The Company's Report on Form 6-K for the month of June 2001.
7. The Company's Report on Form 6-K/A for the month of June 2001.
8. The Company's Report on Form 6-K for the month of July 2001.
9. The Company's Report on Form 6-K for the month of August 2001.

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.

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### ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Under the BUSINESS CORPORATIONS ACT (Ontario), the registrant may indemnify a present or former director or officer or a person who acts or acted at the registrant's request as a director or officer of another corporation of which the registrant is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is a party by reason of his position with the registrant, and provided that the director or officer acted honestly and in good faith with a view to the best interests of the registrant and, in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful. Such indemnification may be made in connection with a derivative action only with court approval. A director or officer is entitled to indemnification from the registrant as a matter of right if he was substantially successful on the merits and fulfilled the conditions set forth above.

In accordance with subsections 136(2) and (3) of the BUSINESS CORPORATIONS ACT (Ontario), the by-laws of the registrant indemnify a director or officer of the registrant, a former director or officer of the registrant, or a person who acts or acted at the registrant's request as a director or officer of a corporation of which the registrant is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the registrant of such corporation, if (i) he acted honestly and in good faith with a view to the best interests of the registrant, and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The directors and officers of the registrant are covered by directors' and officers' insurance policies.

### ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

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### ITEM 8. EXHIBITS.

The following are filed as exhibits to this registration statement:

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| EXHIBITS | DESCRIPTION   |
|----------|---|
| 4.1      | Primetech Electronics Inc. Stock Option Plan  |
| 5.1      | Opinion of Davies Ward Phillips & Vineberg LLP  |
| 23.1     | Consent of Davies Ward Phillips & Vineberg LLP<br>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)  |

### ITEM 9. UNDERTAKINGS.

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

2. That, for the purpose of determining any liability under the Securities Act of 1933, as amended (the "Securities Act"), each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed the initial BONA FIDE offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

4. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act), each filing of the registrant's annual report pursuant to Sections 13(a) or 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.

5. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act, and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act, 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 July 31, 2001.

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, 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<br>-----                                    | Title<br>-----   |    |
|---|--|----|
| /s/ Eugene V. Polistuk<br>-----<br>Eugene V. Polistuk | Chairman, Director and Chief Executive Officer   | Ju |
| /s/ Anthony P. Puppi<br>-----<br>Anthony P. Puppi     | Chief Financial Officer, Executive Vice<br>President, General Manager, Global Services<br>and Director | Ju |
| -----<br>Anthony R. Melman                            | Director   |    |
| /s/ Mark L. Hilson<br>-----<br>Mark L. Hilson         | Director   | Ju |
| /s/ Robert L. Crandall<br>-----<br>Robert L. Crandall | Director   | Ju |
| /s/ Richard S. Love<br>-----<br>Richard S. Love       | Director   | Ju |
| -----<br>Roger L. Martin                              | Director   |    |
| -----<br>Gerald W. Schwartz                           | Director   |    |

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/s/s Don Tapscott

Director

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Don Tapscott

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AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act, the undersigned has signed this Registration Statement, solely in the capacity of the duly authorized representative of Celestica Inc. in the United States, on the 31st day of July, 2001.

CELESTICA (U.S.), INC.  
(Authorized U.S. Representative)

By: /s/ J. Marvin MaGee

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Name: J. Marvin MaGee  
Title: Director

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EXHIBIT INDEX

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