

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1 to
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)

98-0185558
(I.R.S. EMPLOYER IDENTIFICATION NO.)

5140 Yonge Street, Suite 1900
Toronto, Ontario, Canada
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

M2N 6L7
(ZIP CODE)

LONG-TERM INCENTIVE PLAN
(FULL TITLE OF THE PLAN)

Arnold & Porter Kaye Scholer LLP
Attention: Managing Attorney
250 West 55th Street, New York, New York 10019-9710
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(212) 836-8000
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

copies to:

Joel I. Greenberg, Esq.
Arnold & Porter Kaye Scholer LLP
250 West 55th Street
New York, N.Y. 10019-9710
(212) 836-8000

Matthew Merkley, Esq.
Blake, Cassels & Graydon LLP
199 Bay Street, Suite 4000
Commerce Court West
Toronto, Ontario M5L 1A9 Canada
(416) 863-2400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2) (B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the "Amendment") to the Registration Statement on Form S-8, File No. 333-266330 (the "Registration Statement") is being filed by Celestica Inc. (the "Company"), solely to refile Exhibits 5.1 and 5.2 thereto to correct a typographical error therein. This Amendment does not otherwise update, amend or modify any other information, statement or disclosure contained in the Registration Statement. No additional securities are to be registered, and the appropriate registration fees were paid upon filing of the Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

EXHIBIT NUMBER	DESCRIPTION
4.1	Form of Subordinate Voting Share Certificate (1)
4.2	Certificate and Restated Articles of Incorporation effective June 25, 2004 (2)
4.3	Bylaw No. 1 (2)
4.4	Amended and Restated Celestica Long-Term Incentive Plan (3)
5.1	Opinion of Blake, Cassels & Graydon LLP*
5.2	Consent of Blake, Cassels & Graydon LLP (included in opinion filed as Exhibit 5.1)*
23.1	Consent of KPMG LLP, independent registered public accounting firm (4)
24.1	Power of Attorney (previously filed as part of the signature page of the Registration Statement)
107	Filing Fee Table (4)

* Filed herewith.

- (1) Incorporated by reference to Registration Statement on Form F-3ASR (File No. 333-221144) filed on October 26, 2017.
- (2) Incorporated by reference to Annual Report on Form 20-F filed on March 23, 2010 (File No. 001-14832).
- (3) Incorporated by reference to Annual Report on Form 20-F filed on March 13, 2017 (File No. 001-14832).
- (4) Previously filed as an exhibit to the Registration Statement on Form S-8 (File No. 333-266330) filed on July 26, 2022.

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 Post-Effective Amendment to the 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 the 9th day of March, 2023.

CELESTICA INC.

By: /s/ Robert A. Mionis
Robert A. Mionis
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
<u>/s/ Robert A. Mionis</u> Robert A. Mionis	Director, President and Chief Executive Officer (Principal Executive Officer)	March 9, 2023
<u>/s/ Mandeep Chawla</u> Mandeep Chawla	Chief Financial Officer (Principal Financial Officer and principal accounting officer)	March 9, 2023
<u>*</u> Michael Wilson	Chair of Board and Director	March 9, 2023
<u>*</u> Robert A. Cascella	Director	March 9, 2023
<u>*</u> Deepak Chopra	Director	March 9, 2023
<u>*</u> Daniel P. DiMaggio	Director	March 9, 2023
<u>*</u> Laurette T. Koellner	Director	March 9, 2023

* _____ Luis A. Müller	Director	March 9, 2023
* _____ Carol S. Perry	Director	March 9, 2023
* _____ Tawfiq Popatia	Director	March 9, 2023
*By: /s/ Robert A. Mionis _____ Robert A. Mionis, Attorney in Fact		

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 9th day of March, 2023.

CELESTICA INC.
(Authorized U.S. Representative)

By: /s/ Robert Ellis

Name: Robert Ellis
Title: Chief Legal Officer and Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
5.1	Opinion of Blake, Cassels & Graydon LLP
5.2	Consent of Blake, Cassels & Graydon LLP (included in opinion filed as Exhibit 5.1)



Blake, Cassels
Barrist
Patent & Tra

Suite 4000, Comme
Toronto ON M1
Tel: 416-863-2400 Fax

Reference: 57738/17

July 26, 2022

Celestica Inc.
5140 Yonge Street, Suite 1900
Toronto, Ontario
Canada M2N 6L7

Re: Celestica Inc.
Registration Statement on Form S-8

Dear Sirs/Mesdames:

We have acted as Canadian counsel to Celestica Inc. (the "Company") in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed on July 26, 2022 by the Company with the U.S. Securities and Exchange Commission (the "Commission") under the U.S. Securities Act of 1933, as amended (the "Act"), relating to the registration by the Company for its issue and sale from time to time of subordinate voting shares (the "SVS") in its capital.

This opinion letter is being provided at the request of the Company. As Canadian counsel for the Company, we have examined a copy of the Registration Statement.

We are solicitors qualified to practice law in the Province of Ontario and the opinions expressed herein relate only to the laws of the Province of Ontario and the laws of Canada applicable therein as in effect on the date hereof.

In connection with the opinions expressed in this opinion letter, we have considered such questions of law, examined originals or copies of such statutes, regulations, documents, records, certificates and instruments and conducted such other examinations as we have considered necessary. In such examinations, we have assumed the legal capacity of all individuals, the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies.

We have also assumed that at all relevant times:

1. the Company is validly existing under the Business Corporations Act (Ontario) and has the necessary corporate power and capacity to own its property and assets and to carry on its business;
2. the Company has the necessary corporate power and capacity to execute, deliver and perform its obligations under the terms and conditions of any grant, purchase, underwriting or other agreement, plan or instrument relating to the Company's creation, authentication, issuance, sale and/or delivery of the SVS to which the Company is party (any such agreement, the "Agreement");

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3. the Company has the necessary corporate power and capacity to authorize, create, authenticate, validly issue, sell and deliver the SVS and perform its obligations under the terms and conditions of the SVS;
4. all necessary corporate action has been taken by the Company to duly authorize the execution and delivery by the Company of the Agreement and the performance of its obligations under the terms and conditions thereof;
5. all necessary corporate action has been taken by the Company to duly authorize, create, authenticate, sell, deliver and validly issue the SVS and to perform its obligations under the terms and conditions of the SVS;
6. all necessary corporate action has been taken by the Company to duly authorize the terms of the offering of the SVS and related matters;
7. the Agreement: (i) has been duly authorized, executed and delivered by all parties thereto and such parties had the capacity to do so; (ii) constitutes a legal, valid and binding obligation of all parties thereto; and (iii) is enforceable in accordance with its terms against all parties thereto;
8. the SVS have been duly authorized, created, authenticated, sold and delivered and validly issued by the Company and any other person signing or authenticating the SVS, as applicable;
9. the terms of the offering of the SVS and related matters have been duly authorized by the Company;
10. the Company shall have received, in respect of any issue of SVS not issued for money, property or past service that is not less in value than the fair equivalent of the money that the Company would have received if the SVS had been issued for money;
11. the execution and delivery of the Agreement and the performance by the Company of its obligations under the terms and conditions thereunder do not and will not conflict with and do not and will not result in a breach of or default under, and do not and will not create a state of facts which, after notice or lapse of time or both, will conflict with or result in a breach of or default under any of the terms or conditions of the articles or by-laws of the Company, any resolutions of the Board of Directors or shareholders of the Company, any agreement or obligation of the Company, or applicable law;
12. the authorization, creation, authentication, sale, delivery and issuance of the SVS and the Company's performance of its obligations under the terms and conditions of the SVS do not and will not conflict with and do not and will not result in a breach of or default under, and do not and will not create a state of facts which, after notice or lapse of time or both, will conflict with or result in a breach of or default under any of the terms or conditions of the articles or by-laws of the Company, any resolutions of the Board of Directors or shareholders of the Company, any agreement or obligation of the Company, or applicable law; and
13. the terms of the offering of the SVS and related matters do not and will not conflict with and do not and will not result in a breach of or default under, and do not and will not create a state of facts which, after notice or lapse of time or both, will conflict with or result in a breach of or default under any of the terms or conditions of the articles or by-laws of the Company, any resolutions of the Board of Directors or shareholders of the Company, any agreement or obligation of the Company, or applicable law.

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Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that, upon payment for the applicable SVS provided for in the applicable Agreement and otherwise in accordance with such Agreement, the SVS will be validly issued, fully paid and non-assessable shares in the capital of the Company.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus included in the Registration Statement. In giving this opinion, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Yours very truly,
/s/ Blake, Cassels & Graydon LLP

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