

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

SCHEDULE TO

(Amendment No. 2)  
(RULE 13e-4)

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

CELESTICA INC.

(NAME OF SUBJECT COMPANY (ISSUER) AND FILING PERSON)

Liquid Yield Option™ Notes due 2020 (Zero Coupon-Subordinated)  
(TITLE OF CLASS OF SECURITIES)

15101QAA6  
(CUSIP NUMBER OF CLASS OF SECURITIES)

Kaye Scholer LLP  
425 Park Avenue  
New York, New York 10022  
Attention: Managing Attorney's Office  
(212) 836-8000

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE  
NOTICES AND COMMUNICATIONS ON BEHALF OF THE FILING PERSON)

COPIES TO:

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

I. Berl Nadler, Esq.  
Davies Ward Phillips & Vineberg LLP  
1 First Canadian Place, Suite 4400  
Toronto, Ontario  
Canada M5X 1B1  
(416) 863-0900

CALCULATION OF FILING FEE

TRANSACTION VALUATION\*

U.S.\$352,000,000

AMOUNT OF FILING FEE

U.S.\$41,431

\* Calculated solely for purposes of determining the filing fee. The purchase price of the Liquid Yield Option™ Notes due 2020 (Zero Coupon-Subordinated), as described herein, is U.S.\$572.82 per U.S.\$1,000 principal amount at maturity. As of June 30, 2005, there was approximately U.S.\$614.4 million in aggregate principal amount at maturity outstanding, resulting in an aggregate maximum purchase price of approximately U.S.\$352.0 million. The amount of the filing fee is calculated by multiplying the transaction value by 0.00011770.

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: U.S.\$41,431 Filing Party: Celestica Inc.  
Form or Registration No.: Schedule TO Date Filed: July 5, 2005

Check the box if the 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:

---

---

---

## INTRODUCTORY STATEMENT

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO-I originally filed by Celestica Inc., an Ontario, Canada corporation ("Celestica"), with the Securities and Exchange Commission on July 5, 2005 and amended on July 18, 2005 (as amended, the "Schedule TO-I") relating to an offer by Celestica to purchase the Liquid Yield Option™ Notes due 2020 (Zero Coupon-Subordinated) issued by Celestica on August 1, 2000 (the "Securities"), upon the terms and subject to the conditions set forth in the Indenture (as defined below), Celestica's notice, dated July 5, 2005 (the "Company Notice"), the Securities and the related offer materials filed as Exhibits (a)(1)(A) to (d) to the Schedule TO-I (which Company Notice and related offer materials, as amended or supplemented from time to time, collectively constitute the "Option"). The Securities were issued pursuant to an Indenture, dated as of August 1, 2000, between Celestica and JPMorgan Chase Bank, N.A. (as successor to The Chase Manhattan Bank), as Trustee (the "Indenture").

The Option expired at 5:00 p.m., Eastern Daylight Time, on August 2, 2005. This Amendment is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The information set forth in the Schedule TO-I and in the Company Notice is incorporated into this Amendment by reference with respect to all of the applicable items in the Schedule TO-I, except that such information is hereby amended and supplemented to the extent expressly provided herein.

### **Item 4. Terms of the Transaction**

Item 4 of the Schedule TO-I is hereby amended and supplemented by adding the following language:

The Option expired at 5:00 p.m., Eastern Daylight Time, on August 2, 2005. The Company has been advised by the depository, JPMorgan Chase Bank, N.A., that Securities with an aggregate principal amount at maturity of approximately U.S.\$612,286,000, which represent 99.65% of the outstanding Securities, were validly tendered. These Securities have been accepted for purchase by the Company. The purchase price for the Securities was U.S.\$572.82 per U.S.\$1,000 principal amount at maturity. Accordingly, the aggregate purchase price for all of the Securities validly tendered was approximately U.S.\$350,729,667. The Company paid the purchase price with cash on hand.

On August 3, 2005, the Company issued the press release announcing the results of the offer, a copy of which is attached hereto as Exhibit (a)(5) (C) and incorporated herein by reference.

### **Item 12. Exhibits.**

(a)(5)(C) Press Release issued by Celestica Inc. on August 3, 2005.

---

**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.

CELESTICA INC.

Dated: August 3, 2005

By: /s/ ELIZABETH L. DELBIANCO

---

Elizabeth L. DelBianco  
*Chief Legal Officer*

---

## EXHIBIT INDEX

|           |   |
|-----------|---|
| (a)(1)(D) | Company Notice to Holders of Celestica Inc. Liquid Yield Option™ Notes due 2020 (Zero Coupon-Subordinated), dated July 5, 2005.*  |
| (a)(1)(B) | Form of Purchase Notice dated July 5, 2005.*  |
| (a)(1)(C) | Form of Notice of Withdrawal dated July 5, 2005.*   |
| (a)(1)(D) | Form W-9.*  |
| (a)(5)(A) | Press Release issued by Celestica Inc. on July 5, 2005.*  |
| (a)(5)(B) | Summary Advertisement.*   |
| (a)(5)(C) | Press Release issued by Celestica Inc. on August 3, 2005.   |
| (b)       | Not applicable.   |
| (d)       | Indenture, dated as of August 1, 2000, between Celestica Inc. and JPMorgan Chase Bank, N.A. (as successor to The Chase Manhattan Bank), incorporated by reference to Exhibit 4.1 to Celestica's Registration Statement on Form F-3 (File No. 333-12272), as filed with the Securities and Exchange Commission on July 24, 2000. |
| (g)       | Not applicable.   |
| (h)       | Not applicable.   |

\* Previously filed with the Schedule TO on July 5, 2005.

---

## QuickLinks

[INTRODUCTORY STATEMENT](#)

[SIGNATURE](#)

[EXHIBIT INDEX](#)

FOR IMMEDIATE RELEASE

Wednesday, August 3, 2005

### CELESTICA COMPLETES CASH TENDER OFFER

TORONTO, Canada — Celestica Inc. (NYSE:CLS, TSX: CLS/SV), a world leader in electronics manufacturing services (EMS), today announced that it has completed its previously announced cash tender offer (the "Offer") for the repurchase of any or all of its US\$614,435,000 aggregate principal amount of Liquid Yield Option™ Notes due 2020 (Zero Coupon-Subordinated) (CUSIP No. 15101QAA6) (the "LYONs"). The Offer expired on August 2, 2005 at 5 pm EDT (the "Expiration Date"). As of the Expiration Date, Celestica has accepted for purchase LYONs having a total principal amount of US\$ 612,286,000 at maturity. The purchase price for tendered LYONs was equal to US\$572.82 per US\$1,000 principal amount at maturity. Celestica has accepted for payment all of the LYONs validly tendered on or prior to the Expiration Date, representing 99.65% of the aggregate principal amount of the LYONs. The aggregate cash purchase price was US\$ 350,729,666.52 million. US\$ 2,149,000 principal amount at maturity of LYONs remains outstanding after the completion of the Offer. The terms of the Offer are described in Celestica's Company Notice to Holders of Celestica Inc. Liquid Yield Option(TM) Notes due 2020 (Zero Coupon-Subordinated), dated July 5, 2005 (the "Company Notice"), filed with the United States Securities and Exchange Commission on July 5, 2005. Copies of this document are available, without charge, at the Securities and Exchange Commission website located at [www.sec.gov](http://www.sec.gov) or by calling Celestica's Investor Relations department at 416-448-2211. JPMorgan Chase Bank acted as Depositary in the Offer.

This announcement is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consent with respect to any securities. The Offer was made solely by the Company Notice.

#### About Celestica

Celestica is a world leader in the delivery of innovative electronics manufacturing services (EMS). Celestica operates a highly sophisticated global manufacturing network with operations in Asia, Europe and the Americas, providing a broad range of integrated services and solutions to leading OEMs (original equipment manufacturers). Celestica's expertise in quality, technology and supply chain management, and leadership in the global deployment of Lean principles, enables the company to provide competitive advantage to its customers by improving time-to-market, scalability and manufacturing efficiency.

For further information on Celestica, visit its website at [www.celestica.com](http://www.celestica.com).

The company's security filings can also be accessed at [www.sedar.com](http://www.sedar.com) and [www.sec.gov](http://www.sec.gov).

---

Celestica Safe Harbour and Fair Disclosure Statement

*This news release contains forward-looking statements related to our future growth, trends in our industry and our financial and operational results and performance that are based on current expectations, forecasts and assumptions involving risks and uncertainties that could cause actual outcomes and results to differ materially. These risks and uncertainties include, but are not limited to: the challenges of effectively managing our operations during uncertain economic conditions; the challenge of responding to lower-than-expected customer demand; the effects of price competition and other business and competitive factors generally affecting the EMS industry; our dependence on the information technology and communications industries; our dependence on a limited number of customers and on industries affected by rapid technological change; component constraints; variability of operating results among periods; and the ability to manage our restructuring and the shift of production to lower cost geographies. These and other risks and uncertainties and factors are discussed in the Company's various public filings at [www.sedar.com](http://www.sedar.com) and <http://www.sec.gov>, including our Annual Report on Form 20-F and subsequent reports on Form 6-K filed with the Securities and Exchange Commission.*

*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.*

*As of its date, this press release contains all material information associated with this event.*

\* Trademark of Merrill Lynch & Co., Inc.

**Celestica Contacts:**

Laurie Flanagan  
VP, Global Communications  
(416)448-2200  
[media@celestica.com](mailto:media@celestica.com)

Paul Carpino  
VP, Investor Relations  
(416)448-2211  
[clsir@celestica.com](mailto:clsir@celestica.com)

---

QuickLinks

[CELESTICA COMPLETES CASH TENDER OFFER](#)