FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16 under the Securities Exchange Act of 1934

For the month of April, 2024

001-14832 (Commission File Number)

CELESTICA INC.

(Translation of registrant's name into English)

5140 Yonge Street, Suite 1900 Toronto, Ontario Canada M2N 6L7 (416) 448-5800 (Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ⊠ Form 40-F □

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \square

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \square

<u>Furnished Herewith (and incorporated by reference herein)</u>

The information contained in Exhibits 99.1, 99.2 and 99.3 of this Form 6-K is incorporated by reference into all effective registration statements (and into any prospectus that forms a part of any such registration statement) filed by Celestica Inc. with the Securities and Exchange Commission, and deemed to be a part thereof, from the date on which this report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished by Celestica Inc. under the U.S. Securities Act of 1933, as amended, or the U.S. Securities Exchange Act of 1934, as amended.

Exhibit No.	Description
<u>99.1</u>	Certificate and Articles of Amendment, effective April 25, 2024
99.2	Certificate and Restated Articles of Incorporation effective April 25, 2024
99.3	Form of Common Share Certificate

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 25, 2024 CELESTICA INC.

By: /s/ Douglas Parker
Douglas Parker
Chief Legal Officer and Corporate Secretary

EXHIBIT INDEX

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Ministry of Public and Business Service Delivery Ministère des Services au public et

Certificate of Amendment

Certificat de modification

Business Corporations Act

Loi sur les sociétés par actions

CELESTICA INC.

Corporation Name / Dénomination sociale

1201522

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en vigueur le

April 25, 2024 / 25 avril 2024

V. Quintavilla W Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amendment is not complete without the Articles of Amendment

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. (Dumarailla W)

Director/Registrar



Ce certificat de modification n'est pas complet s'il ne contient pas les statuts de modification

Copie certifiée conforme du dossier du ministère des Services au public et aux entreprises.

V. Quintarilla W.

Directeur ou registrateur



Ministry of Public and Business Service Delivery

Articles of Amendment

Business Corporations Act

Corporation Name (Date of Incorporation/Amalgamation)

CELESTICA INC. (September 27, 1996)

1. The name of the corporation is changed to:

Not amended

2. The number of directors or the minimum/maximum number of directors are amended as follows:

Not amended

3. The articles are amended as follows:

A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

Not amended

B. The classes and any maximum number of shares that the corporation is authorized to issue:

1. The authorized capital of the Corporation is hereby amended as follows:

(a) by deleting all the authorized Multiple Voting Shares and the rights, privileges, restrictions and conditions attaching thereto upon these Articles of Amendment becoming effective; and

(b) by re-designating all presently existing Subordinate Voting Shares in the capital of the Corporation (both issued and unissued) as "Common Shares" (the "Common Shares") and by replacing all of the rights, privileges, restrictions and conditions presently attached thereto with those rights, privileges, restrictions and conditions hereinafter set out.

2. The authorized capital of the Corporation, after giving effect to the foregoing, shall consist of an unlimited number of

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.

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Director/Registrar, Ministry of Public and Business Service Delivery

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Common Shares and an unlimited number of Preferred Shares, issuable in series.

C. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

The rights, privileges, restrictions and conditions attaching to the Common Shares and Preferred Shares shall be as follows: Common Shares

a) Dividends. Subject to the prior rights of the holders of Preferred Shares, the holders of Common Shares shall be entitled to receive dividends, and the Corporation shall pay dividends on the Common Shares, as and when declared by the board of directors of the Corporation (the "Board"), in such amount and in such form as the Board may from time to time determine. b) Voting Rights. The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, and to vote together at all such meetings, except meetings at which only the holders of one class or series of shares are entitled to vote separately as a class or series, as the case may be. The holders of Common Shares shall be entitled to one vote per share at any meeting of holders of Common Shares at which they are entitled to vote separately

c) Modification, Sub-division and Consolidation. Any modification to the provisions attaching to the Common Shares shall require the separate affirmative vote of two-thirds of the votes cast by the holders of Common Shares.

d) Rights on Dissolution. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of Preferred Shares, the holders of the Common Shares then outstanding shall be entitled to receive the remaining property and assets of the Corporation rateably according to the number of Common Shares held by each holder.

Preferred Shares

a) Issuable in Series. The Board may issue the Preferred Shares at any time or from time to time in one or more series. b) Board to Fix Terms of Each Series. Before the issuance of shares of any such series, the Board shall (i) fix the number of shares in such series, (ii) determine, subject to the provisions attaching to the Preferred Shares as a class, the designation of, and the rights, privileges, restrictions and conditions attaching to, the Preferred Shares of such series (including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the price and terms and conditions of any purchase for cancellation, retraction or redemption rights, voting rights (subject to these articles), any conversion or exchange rights and any sinking fund, or other provisions) and (iii) send to the Director under the Business Corporations Act (Ontario), as the same may be amended, re-enacted or replaced from time to time (the "Act"), articles of amendment in the prescribed form setting out such number, designation, rights, privileges, restrictions and conditions.

c) Ranking. The Preferred Shares of each series shall rank as to dividends (to the extent, if any, that cumulative dividends are provided for in the provisions attaching thereto as a series) and capital on a parity with the Preferred Shares of every other series. The Preferred Shares of each series shall rank as to dividends and capital senior to the Common Shares.
d) Rights on Dissolution. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares of each series shall be entitled to receive from the assets of the Corporation in respect of each such share held a sum equal to the amount in the stated capital account for such series divided by the number of shares in such series then outstanding, together with any accrued (in the case of cumulative dividends) or declared (in the case of non-cumulative dividends) and unpaid dividends thereon, before any amount shall be paid or any assets of the Corporation shall be distributed to the holders of Common Shares. Upon the receipt of such sum by the holders of the Preferred Shares of each series, such holders shall not be entitled to share in the distribution of the remaining assets of the Corporation and their

The endorsed Articles of Amendment are not complete without the Certificate of Amendment. Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintarilla W

Director/Registrar, Ministry of Public and Business Service Delivery

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Preferred Shares shall be cancelled.

D. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

The existing Restrictions on Share Transfers in the Corporation's articles shall be deleted in their entirety and replaced with the following:

The Corporation shall not create any class or series of shares, or issue any shares of any class or series (other than Common Shares) having the right to vote generally on all matters that may be submitted to a vote of shareholders (except matters for which applicable law requires the approval of holders of another class or series of shares voting separately as a class or series) without the affirmative vote of two-thirds of the votes cast by the holders of Common Shares.

E. Other provisions:

Not amended

- 4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.
- 5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:
 April 25, 2024

The articles have been properly executed by the required person(s).

The endorsed Articles of Amendment are not complete without the Certificate of Amendment
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V. Quintarilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

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Ministry of Public and Business Service Delivery Ministère des Services au public et aux entreprises

Certificate of Restated Articles of Incorporation

Certificat de mise à jour des statuts constitutifs

Business Corporations Act

Loi sur les sociétés par actions

CELESTICA INC.

Corporation Name / Dénomination sociale

1201522

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

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April 25, 2024 / 25 avril 2024

V. Quintanula W Director/Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Restated Articles of Incorporation is not complete without the Restated Articles of Incorporation

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V. (Luin Vanilla W)

Director/Registrar



Le certificat de mise à jour des statuts constitutifs n'est pas complet s'il ne contient pas la mise à jour des statuts constitutifs

Copie certifiée conforme du dossier du ministère des Services au public et aux entreprises.

V. Quintarilla W.

Directeur ou registrateur



Ministry of Public and Business Service Delivery

Restated Articles of Incorporation

Business Corporations Act

1. Corporation Name

CELESTICA INC.

2. Registered Office Address

5140 Yonge Street, 1900, North York, Ontario, M2N 6L7, Canada

3. Number of Directors

Min 1 / Max 20 Minimum/Maximum

4. The director(s) is/are: Full Name KULVINDER (KELLY) AHUJA

Resident Canadian

Address for Service 15672 Shady Lane, Los Gatos, California, 95032, United States

Full Name ROBERTO ANTHONY CASCELLA

Resident Canadian

Address for Service 500 Se 5th Avenue, Boca Raton, Florida, 33432, United States

DEEPAK CHOPRA Full Name

Resident Canadian

Address for Service 65 Truman Road, Toronto, Ontario, M2L 2L7, Canada

Full Name FRANCOISE COLPRON

Resident Canadian

Address for Service 116 Endicott Road, Bloomfield Hills, Michigan, 48304, United

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V. Quintarilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

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Full Name JILL KALE
Resident Canadian No

Address for Service 12265 Potomac View Road, Newburg, Maryland, 20664, United

States

Full Name LAURETTE KOELLNER

Resident Canadian

Address for Service 1893 Sykes Creek Drive, Merritt Island, Florida, 32953-3023,

United States

Full Name ROBERT MIONIS

Resident Canadian

Address for Service 1 Bedford Road, 1001, Toronto, Ontario, M5R 2B5, Canada

Full Name LUIS MULLER Resident Canadian No

Address for Service 5140 Yonge Street, 1900, North York, Ontario, M2N 6L7, Canada

Full Name MICHAEL WILSON

Resident Canadian Ye

Address for Service P.O. Box 1080, Bragg Creek, Alberta, TOL 0K0, Canada

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

None.

6. The classes and any maximum number of shares that the corporation is authorized to issue:

The Corporation is authorized to issue an unlimited number of common shares ("Common Shares") and an unlimited number of preferred shares, issuable in series ("Preferred Shares").

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

The endorsed Restated Articles of Incorporation are not complete without the Certificate of Restated Articles of Incorporation. Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintarilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

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The rights, privileges, restrictions and conditions attaching to the Common Shares and Preferred Shares shall be as follows:

a) Dividends. Subject to the prior rights of the holders of Preferred Shares, the holders of Common Shares shall be entitled to receive dividends, and the Corporation shall pay dividends on the Common Shares, as and when declared by the board of directors of the Corporation (the "Board"), in such amount and in such form as the Board may from time to time determine. b) Voting Rights. The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, and to vote together at all such meetings, except meetings at which only the holders of one class or series of shares are entitled to vote separately as a class or series, as the case may be. The holders of Common Shares shall be entitled to one vote per share at any meeting of holders of Common Shares at which they are entitled to vote separately as a class.

c) Modification, Sub-division and Consolidation. Any modification to the provisions attaching to the Common Shares shall require the separate affirmative vote of two-thirds of the votes cast by the holders of Common Shares.

d) Rights on Dissolution. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of Preferred Shares, the holders of the Common Shares then outstanding shall be entitled to receive the remaining property and assets of the Corporation rateably according to the number of Common Shares held by each holder.

Preferred Shares

a) Issuable in Series. The Board may issue the Preferred Shares at any time or from time to time in one or more series. b) Board to Fix Terms of Each Series. Before the issuance of shares of any such series, the Board shall (i) fix the number of shares in such series, (ii) determine, subject to the provisions attaching to the Preferred Shares as a class, the designation of, and the rights, privileges, restrictions and conditions attaching to, the Preferred Shares of such series (including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the price and terms and conditions of any purchase for cancellation, retraction or redemption rights, voting rights (subject to these articles), any conversion or exchange rights and any sinking fund, or other provisions) and (iii) send to the Director under the Business Corporations Act (Ontario), as the same may be amended, re-enacted or replaced from time to time (the "Act"), articles of amendment in the prescribed form setting out such number, designation, rights, privileges, restrictions and conditions.

c) Ranking. The Preferred Shares of each series shall rank as to dividends (to the extent, if any, that cumulative dividends are provided for in the provisions attaching thereto as a series) and capital on a parity with the Preferred Shares of every other series. The Preferred Shares of each series shall rank as to dividends and capital senior to the Common Shares.
d) Rights on Dissolution. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares of each series shall be entitled to receive from the assets of the Corporation in respect of each such share held a sum equal to the amount in the stated capital account for such series divided by the number of shares in such series then outstanding, together with any accrued (in the case of cumulative dividends) or declared (in the case of non-cumulative dividends) and unpaid dividends thereon, before any amount shall be paid or any assets of the Corporation shall be distributed to the holders of Common Shares. Upon the receipt of such sum by the holders of the Preferred Shares of each series, such holders shall not be entitled to share in the distribution of the remaining assets of the Corporation and their Preferred Shares shall be cancelled.

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

The Corporation shall not create any class or series of shares, or issue any shares of any class or series (other than Common Shares) having the right to vote generally on all matters that may be submitted to a vote of shareholders (except matters for

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which applicable law requires the approval of holders of another class or series of shares voting separately as a class or series) without the affirmative vote of two-thirds of the votes cast by the holders of Common Shares.

9. Other provisions, if any. Enter other provisions, or if no other provisions enter "None":

The board of directors of the Corporation may, without authorization of the shareholders of the Corporation, from time to time, in such amounts and on such terms as it deems expedient:

- a) borrow money upon the credit of the Corporation;
- b) issue, reissue, sell or pledge debt obligations of the Corporation;
- c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of teh currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any obligation of the Corporation.

The board of directors may from time to time by resolution delegate to a committee of directors or to one or more of the directors and officers of the Corporation all or any of the powers hereby conferred upon the board to such extent and in such manner as the board shall determine at the time of each such delegation. Nothing in this section shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

10. The corporation confirms that these restated articles of incorporation set out, without any changes, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation and any amendments to them.

The articles have been properly executed by the required person(s).

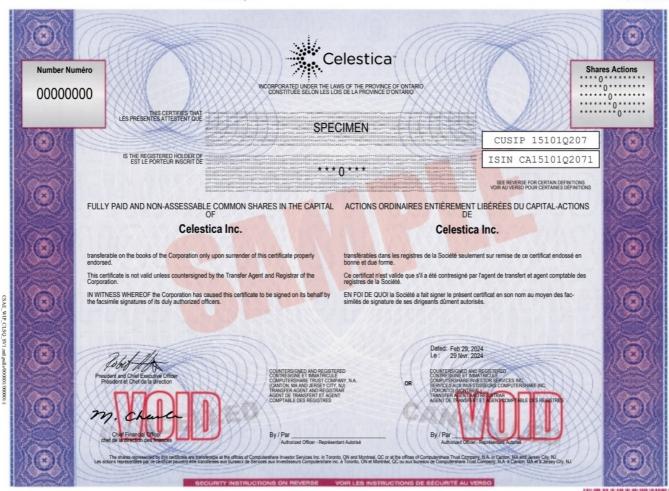
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Director/Registrar, Ministry of Public and Business Service Delivery

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The following abbreviations shall written out in full where such abb	be construed as though the words set forth below opposite each abbreviation were revision appears:	Les abréviations suivantes doivent être interprétées comme si les expressions correspondantes étaient écrites en toutes lettres :	
TEN COM	- as tenants in common	TEN COM	- à titre de propriétaires en commun
TEN ENT JT TEN (Name) CUST (Name) UNIF GIFT MIN ACT (State)	 as tenants by the entireties as joint tenants with rights of survivorship and not as tenants in common (Name) as Cudodian for (Name) under the (State) Uniform Grits to Manors Act be used thouch not in the above list. 	TEN ENT JT TEN (Nom) CUST (Nom) UNIF GIFT MIN ACT (Elst)	 a titre de tennats untairee a titre de coprepriétaires avec gain de survie et non à titre de propriétaires en comman (Nom) à titre de dépositaire pour (Nom) en vertu de la Uniform Gifts to Minoris Act de (Elizi)
Numerical appreciations may asse	be used bloogh hat in the above list.	Des abréviations autres que celles qui sont données ci-dessus peuvent aussi être utilisées.	
For value received the under	rsigned hereby sells, assigns and transfers unto	Pour valeur reçue, le soussigné vend, cède et transfère par les présentes à	

For value received the undersigned hereby sells, assigns and transfers unto Insert name and address of transferee Insérer le nom et l'adresse du cessionnaire shares represented by this certificate and does hereby irrevocably constitute and appoint actions représentées par le présent certificat et nomme irrévocablement the attorney of the undersigned to transfer the said shares on the books of the Corporation with full power of substitution in the premises. le fondé de pouvoir du soussigné chargé d'inscrire le transfert desdites actions aux registres de la Société, avec plein pouvoir de substitution à cet égard. Signature of Guarantor / Signature du garant Signature of Shareholder / Signature de l'actionnaire

Signature Guarantee: The signature on this assignment must correspond with the name as written upon the lace of the certificate(s), in every particular, without alteration or enlargement, or any charge whatesovers and must be guaranteed by a major Caradian Schoolbe I chartered bank or a member of an acceptable Mediann Signature Guarantee Program (STAINP, SEMIP, MSP). The Guaranter must affix a stamp bearing the actual words "Signature Guaranteed".

In the USA, signature guarantees must be done by members of a "Medallion Signature Guarantee Program" only.

Signature guarantees are not accepted from Treasury Branches, Credit Unions or Caisses populaires unless they are members of the Stamp Medallion Program.

Garantie de signature: La signature apposée aux fins de cette cesson doit correspondre exactement au nom qui est inscrit au recto du certificat, sans aucun changament, et doit être garante par une banque à charte casadienne de Annexe 1 ou un membre d'un programme de grante de signature. Medation acceptable (STAIMP, SEMP, IMSP). Le garant dort apposer un simbre portant la menton « Signature garantie » cu « Signature Quarantied».

Aux Élats-Unis, seuls les membres d'un « Medellon Signature Guarantee Program » peuvent garantir une signature.

Les garanties de signature ne peuvent pas être faites par des caisses d'épargne (« Treasury Branches »), des caisses de crédit (« Credit Unions ») ou des Caisses poulaires, à moins qu'elles ne soient membres du programme de garantie de signature Médallon STAMP.

SECURITY INSTRUCTIONS - INSTRUCTIONS DE SÉCURITÉ

THIS IS WATERMARKED PAPER, DO NOT ACCEPT WITHOUT NOTING WATERMARK, HOLD TO LIGHT TO VERIFY WATERMARK, PAPIER FILIGRANÉ, NE PAS ACCEPTER SANS VÉRIFIER LA PRÉSENCE DU FILIGRANE. POUR CE FAIRE, PLACER À LA LIMIÉRE.

