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# 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)

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### 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):

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):

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#### Furnished Herewith (and incorporated by reference herein)

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Commission, and deemed to be a part thereof, from the date on which this report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished by Celestica Inc. under the U.S. Securities Act of 1933, as amended, or the U.S. Securities Exchange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
<a href="#">99.1</a>	<a href="#">Certificate and Articles of Amendment, effective April 25, 2024</a>
<a href="#">99.2</a>	<a href="#">Certificate and Restated Articles of Incorporation effective April 25, 2024</a>
<a href="#">99.3</a>	<a href="#">Form of Common Share Certificate</a>

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#### 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

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#### EXHIBIT INDEX

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

## Certificate of Amendment

Business Corporations Act

## Certificat de modification

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. Quintanilla 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. Quintanilla 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. Quintanilla W.*  
Directeur ou registrateur



## 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

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*V. Quintanilla-W.*

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 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

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

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*V. Quintanilla-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. Quintanilla-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

Business Corporations Act

## Certificat de mise à jour des statuts constitutifs

Loi sur les sociétés par actions

CELESTICA INC.

Corporation Name / Dénomination sociale

1201522

Ontario Corporation Number / Numéro de société de l'Ontario

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April 25, 2024 / 25 avril 2024

*V. Quintanilla 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



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

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



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

*V. Quintanilla W.*  
Director/Registrar

*V. Quintanilla 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**  
**Minimum/Maximum** Min 1 / Max 20

4. The director(s) is/are:	
Full Name	KULVINDER (KELLY) AHUJA
Resident Canadian	No
Address for Service	15672 Shady Lane, Los Gatos, California, 95032, United States
Full Name	ROBERTO ANTHONY CASCELLA
Resident Canadian	No
Address for Service	500 Se 5th Avenue, Boca Raton, Florida, 33432, United States
Full Name	DEEPAK CHOPRA
Resident Canadian	Yes
Address for Service	65 Truman Road, Toronto, Ontario, M2L 2L7, Canada
Full Name	FRANCOISE COLPRON
Resident Canadian	No
Address for Service	116 Endicott Road, Bloomfield Hills, Michigan, 48304, United States

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.

168: 2011-03

V. Quintanilla W.

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Director/Registrar, Ministry of Public and Business Service Delivery

**Full Name**  
**Resident Canadian**  
**Address for Service**

JILL KALE  
No  
12265 Potomac View Road, Newburg, Maryland, 20664, United States

**Full Name**  
**Resident Canadian**  
**Address for Service**

LAURETTE KOELLNER  
No  
1893 Sykes Creek Drive, Merritt Island, Florida, 32953-3023, United States

**Full Name**  
**Resident Canadian**  
**Address for Service**

ROBERT MIONIS  
No  
1 Bedford Road, 1001, Toronto, Ontario, M5R 2B5, Canada

**Full Name**  
**Resident Canadian**  
**Address for Service**

LUIS MULLER  
No  
5140 Yonge Street, 1900, North York, Ontario, M2N 6L7, Canada

**Full Name**  
**Resident Canadian**  
**Address for Service**

MICHAEL WILSON  
Yes  
P.O. Box 1080, Bragg Creek, Alberta, T0L 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":**

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*V. Quintanilla-W.*

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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 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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*V. Quintanilla-W.*

Director/Registrar, Ministry of Public and Business Service Delivery

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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 the 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).**

The endorsed Restated Articles of Incorporation are not complete without the Certificate of Restated Articles of Incorporation.

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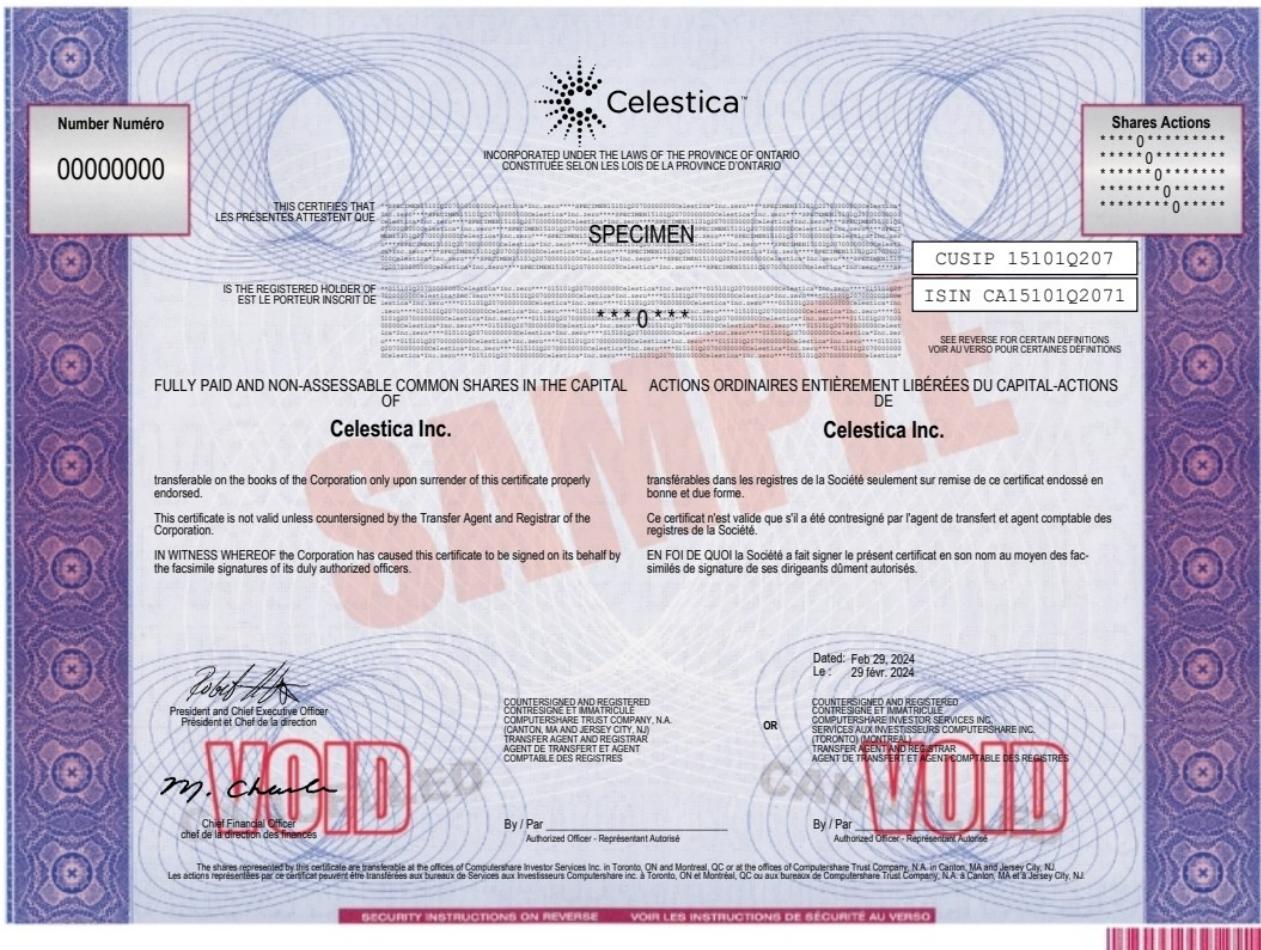
*V. Quintanilla-W.*

Director/Registrar, Ministry of Public and Business Service Delivery

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The shares represented by this certificate have rights, privileges, restrictions and conditions attached thereto and the Corporation will furnish to a shareholder, on demand and without charge, a full copy of the text of: (a) the rights, privileges, restrictions and conditions attached to each class authorized to be issued and to each series in so far as the same have been fixed by the directors; and (b) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series.

Les actions représentées par ce certificat sont assorties de droits, priviléges, restrictions et conditions et la Société fournira à tout actionnaire, sur demande et sans frais, une copie du texte intégral de: (a) les droits, priviléges, restrictions et conditions rattachés à chaque catégorie d'actions dont l'émission est autorisée et à chaque série, dans la mesure fixée par les administrateurs; et b) de l'autorisation donnée aux administrateurs de fixer les droits, priviléges, restrictions et conditions des séries ultérieures.

The following abbreviations shall be construed as though the words set forth below opposite each abbreviation were written out in full where such abbreviation appears:

TEN COM	- as tenants in common
TEN ENT	- as tenants by the entireties
JT TEN	- as joint tenants with rights of survivorship and not as tenants in common
(Name) CUST (Name) UNIF	(Name) as Custodian for (Name) under the
GIFT MIN ACT (State)	(State) Uniform Gifts to Minors Act

Additional abbreviations may also be used though not in the above list.

Les abréviations suivantes doivent être interprétées comme si les expressions correspondantes étaient écrites en toutes lettres :

TEN COM	- à titre de propriétaires en commun
TEN ENT	- à titre de tenanciers unitaires
JT TEN	- à titre de copropriétaires avec gain de survie et non à titre de propriétaires
(Nom) CUST (Nom) UNIF	(Nom) à titre de dépositaire pour (Nom) en vertu de la Uniform Gifts to Minors Act de (Etat)

Des abréviations autres que celles qui sont données ci-dessus peuvent aussi être utilisées.

For value received the undersigned hereby sells, assigns and transfers unto

Pour valeur reçue, le soussigné vend, cède et transfère par les présentes à

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.

LE : \_\_\_\_\_  
DATED: \_\_\_\_\_

Signature of Shareholder / Signature de l'actionnaire

Signature of Guarantor / Signature du garant

**Signature Guarantee:** The signature on this assignment must correspond with the name as written upon the face of the certificate(s), in every particular, without alteration or enlargement, or any change whatsoever, and must be guaranteed by a major Canadian Schedule 1 chartered bank or a member of an association of Medallion Signature Guarantee Program (STAMP, SEMP, MSP). The Guarantor 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 cession doit correspondre exactement au nom qui est inscrit au recto du certificat, sans aucun changement, et doit être garantie par une banque à charte canadienne de l'Annexe 1 ou un membre d'un programme de garantie de signature Medallion Signature (STAMP, SEMP, MSP). Le garant doit apposer un timbre portant la mention « Signature garantie » ou « Signature Guaranteed ».

Aux Etats-Unis, seuls les membres d'un « Medallion 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 populaires, à moins qu'elles ne soient membres du programme de garantie de signature Medallion 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 LUMIÈRE.



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