

MANUFACTURERS SERVICES LTD
Form 15-12B
March 12, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number **001-15883**

MANUFACTURERS' SERVICES LIMITED

(Exact name of registrant as specified in its charter)

**300 BAKER AVENUE
CONCORD, MA 01742
(978) 287-5630**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.001 per share

(Title of each class of securities covered by this Form)

None.

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|---|----------------------|
| Rule 12g-4(a)(1)(i) <input type="checkbox"/> | Rule 12h-3(b)(1)(i) |
| Rule 12g-4(a)(1)(ii) <input type="checkbox"/> | Rule 12h-3(b)(1)(ii) |
| Rule 12g-4(a)(2)(i) <input type="checkbox"/> | Rule 12h-3(b)(2)(i) |
| Rule 12g-4(a)(2)(ii) <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) |
| | Rule 15d-6 |

Approximate number of holders of record as of the certification or notice date: 1

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Manufacturers' Services Limited has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: March 12, 2004

CELESTICA (USA) INC.,
Formerly known as MSL Acquisition Sub Inc., and
Successor by Merger to Manufacturers' Services Limited

By: /s/ TODD MELENDY
