

SMTC CORP

Form 3

October 05, 2005

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *
Â CAISSE DE DEPOT ET
PLACEMENT DU QUEBEC

(Last) (First) (Middle)

CENTRE CDP
CAPITAL,Â 1000 PLACE
JEAN-PAUL-RIOPELLE

(Street)

MONTREAL,Â A8Â H2Z 2B3

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
03/03/2004

3. Issuer Name **and** Ticker or Trading Symbol
SMTC CORP [SMTX]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant <u>(1)</u> <u>(2)</u>	06/28/2004	03/04/2009	Common Stock	850,000 <u>(3)</u>	\$ 1.85 <u>(1)</u> <u>(2)</u>	D	Â
Exchangeable Shares <u>(1)</u> <u>(2)</u>	06/28/2004	Â <u>(1)(2)</u>	Common Stock	1,700,000 <u>(3)</u>	\$ <u>(1)</u> <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAISSE DE DEPOT ET PLACEMENT DU QUEBEC CENTRE CDP CAPITAL 1000 PLACE JEAN-PAUL-RIOPELLE MONTREAL, H2Z 2B3	Ã	Ã X	Ã	Ã

Signatures

Soulef Hadjoudj Legal
Counsel

10/05/2005

****Signature of Reporting Person**

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On March 3, 2004, the Caisse de d'p't et placement du Qu'bec purchased, through a private placement, 8,500,000 special warrants (each, a "Special Warrant" and collectively, the "Special Warrants") of SMTC Manufacturing Corporation of Canada (SMTC Canada), a wholly

- (1) owned subsidiary of SMTC Corporation (SMTC). Each Special Warrant was exercisable, without any additional consideration, into one unit consisting of one exchangeable share of SMTC Canada and one half of one warrant of SMTC Canada to purchase an exchangeable share. The Special Warrants were exercised for units on June 2, 2004.

Each exchangeable share is exchangeable, without further payment, at anytime at the option of the holder on a one-for-one basis for shares of common stock of SMTC. On or after July 27, 2015, subject to acceleration in certain circumstances, SMTC Canada (or one of

- (2) its affiliates) may redeem all of the outstanding exchangeable shares by delivering common stock of SMTC to holders of the exchangeable shares on a one-for-one basis. Each whole warrant entitles the purchaser to acquire one exchangeable share of SMTC Canada. The exercise price reported is a Canadian dollar value.

On October 4, 2004, SMTC completed a one for five reverse stock split of its issued and outstanding common stock, resulting in 7,775,194 shares of common stock outstanding. SMTC Canada also completed a one for five reverse stock split of its issued and outstanding exchangeable shares, resulting in 6,866,152 exchangeable shares outstanding. In accordance with generally accepted accounting principles, all reported per share amounts have been adjusted to reflect the reverse stock splits.

- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.