

MITEL NETWORKS CORP
Form 4
March 13, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Lokar Thomas Gerald

(Last) (First) (Middle)

350 LEGGET DRIVE, OTTAWA, A6

(Street)

K2K 2W7

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MITEL NETWORKS CORP [MITL]

3. Date of Earliest Transaction (Month/Day/Year)

03/09/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Human Resources Officer

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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 03/09/2017 | | M | | 15,187 | A | \$ 6.5 |
| Common Shares | 03/09/2017 | | M | | 9,875 | A | \$ 6.5 |
| Common Shares | 03/10/2017 | | S | | 6,413 | D | \$ 6.9517 |
| | | | | | 15,274 | D | |
| | | | | | 25,149 | D | |
| | | | | | 18,736 | D | |

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

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number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | \$ 0 | 03/09/2017 | | M | 15,187 | (1) (1) | Common Shares | 15,187 |
| Restricted Stock Units | (2) | 03/09/2017 | | M | 9,875 | (2) (2) | Common Shares | 9,875 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lokar Thomas Gerald 350 LEGGET DRIVE OTTAWA, A6 K2K 2W7 | | | Chief Human Resources Officer | |

Signatures

/s/ Thomas G. Lokar 03/13/2017

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

Represents 60,750 Common Shares underlying 60,750 Restricted Stock Units ("RSUs") granted to Mr. Lokar on March 4, 2016. These

(1) RSUs will vest as follows: (i) 15,187 of the RSUs will vest on March 4, 2017; (ii) 15,188 of the RSUs will vest on March 4, 2018; (iii) 15,187 of the RSUs will vest on March 4, 2019; and (iv) 15,188 of the RSUs will vest on March 4, 2020.

Represents 29,625 Common Shares underlying 29,625 RSUs granted to Mr. Lokar on March 5, 2015. These RSUs will vest as follows:

(2) (i) 9,875 of the RSUs will vest on March 5, 2017; (ii) 9,875 of the RSUs will vest on March 5, 2018; and (iii) 9,875 of the RSUs will vest on March 5, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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