

Lokar Thomas Gerald
 Form 4
 March 07, 2018

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
 MITEL NETWORKS CORP [MITL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 350 LEGGET DRIVE, OTTAWA, A6
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Human Resources Officer

K2K 2W7
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Common Shares	03/05/2018		M		15,188 A \$ 0	D	
Common Shares	03/05/2018		M		9,875 A \$ 0	D	
Common Shares	03/06/2018		S		344 D \$ 8	D	
Common Shares	03/06/2018		S		100 D \$ 8.0039	D	
Common Shares	03/06/2018		S		200 D \$ 8.0096	D	

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Common Shares 03/06/2018 S 6,243⁽¹⁾ D \$ 8.0086 23,757 D

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	<u>(2)</u>	02/28/2018		A	31,174 <u>(3)</u>	<u>(2)</u> <u>(2)</u>	Common Shares
Performance Share Units	<u>(4)</u>	02/28/2018		A	31,174 <u>(5)</u>	<u>(4)</u> 02/28/2021	Common Shares
Restricted Stock Units	\$ 0	03/05/2018		M	15,188	<u>(6)</u> <u>(6)</u>	Common Shares
Restricted Stock Units	<u>(7)</u>	03/05/2018		M	9,875	<u>(7)</u> <u>(7)</u>	Common Shares

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 03/07/2018

**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).

- (1) Represents the automatic withholding of Common Shares to satisfy tax withholding obligations in connection with the vesting of RSUs.
- (2) Represents 31,174 Common Shares underlying 31,174 RSUs granted on February 28, 2018. These RSUs vest in four equal installments annually starting February 28, 2019.
- (3) The late filing of this equity award is due to a clerical error.
- (4) Date exercisable for PSUs will vary for each vesting tranche based on achievement of share price performance milestones. The PSUs will expire three years from the date of grant.
- (5) The late filing of this equity award is due to a clerical error.
Represents 60,750 Common Shares underlying 60,750 Restricted Stock Units ("RSUs") granted to Mr. Lokar on March 4, 2016. These
- (6) 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:
- (7) (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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