

McCarthy Michael William
Form 4
March 07, 2018

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 *
McCarthy Michael William

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)
See Remarks

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 Indirect Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	
Common Shares	03/05/2018		M	1,625	A	\$ 0	10,532	D
Common Shares	03/05/2018		M	1,937	A	\$ 0	12,469	D
Common Shares	03/06/2018		S	1,080 (1)	D	\$ 8.0086	11,389	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)		
					V	(A)	(D)	Date Exercisable		Expiration Date	Title
Restricted Stock Units	(2)	02/28/2018		A		25,000 (3)		(2)	(2)	Common Shares	25,000
Restricted Stock Units	\$ 0	03/05/2018		M				(4)	(4)	Common Shares	1,625
Restricted Stock Units	\$ 0	03/05/2018		M				(5)	(5)	Common Shares	1,937

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Michael William 350 LEGGET DRIVE OTTAWA, A6 K2K 2W7				See Remarks

Signatures

/s/ Michael William
McCarthy

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 25,000 Common Shares underlying 25,000 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) Represents 6,500 Common Shares underlying 6,500 Restricted Stock Units ("RSUs") granted to Mr. McCarthy on March 4, 2016. These RSUs will vest as follows: (i) 1,625 of the RSUs will vest on March 4, 2017; (ii) 1,625 of the RSUs will vest on March 4, 2018; (iii)

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1,625 of the RSUs will vest on March 4, 2019; and (iv) 1,625 of the RSUs will vest on March 4, 2020.

Represents 5,813 Common Shares underlying 5,813 RSUs granted to Mr. McCarthy on March 5, 2015. These RSUs will vest as follows:

- (5) (i) 1,937 of the RSUs will vest on March 5, 2017; (ii) 1,937 of the RSUs will vest on March 5, 2018; and (iii) 1,939 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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