Spooner Steven Edward Form 4 March 07, 2018

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. See Instruction

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

Symbol

1(b).

(Print or Type Responses)

Spooner Steven Edward

1. Name and Address of Reporting Person *

			MITEL NETWORKS CORP [MITL]			(Che	ck all applicab	ole)		
(Last) 350 LEGO A6	(First) SET DRIVE, OT	(Middle) ΓAWA,	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2018				Director 10% Owner X Officer (give title Other (specify below)			
Filed(Mo				d(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		
K2K 2W7								Person		
(City)	(State)	(Zip)	Tal	ble I - Nor	-Derivativo	e Secu	rities Acqu	iired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transact Code (Instr. 8)	iomr Dispos (Instr. 3,	ed of		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 Beneficial Ownership (Instr. 4)
Common Shares	03/05/2018			M	23,325	A	<u>(1)</u>	218,516	D	
Common Shares	03/05/2018			M	33,750	A	(2)	252,266	D	
Common Shares	03/06/2018			S	26,762 (3)	D	\$ 8.0086	225,504	D	
Common Shares								14,900	I	Held By Registered Retirement Savings Plan For

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			Steven Edward Spooner
Common Shares	5,100	I	Held By The Spooner Children Trust (4)

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

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SEC 1474

(9-02)

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 actionDerivative Securities Acquired 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N
Restricted Stock Units	<u>(5)</u>	02/28/2018		A	85,575 (6)		(5)	(5)	Common Shares	8
Performance Share Units	(7)	02/28/2018		A	85,575 (6)		(8)	02/28/2021	Common Shares	8
Restricted Stock Units	(1)	03/05/2018		M		23,325	<u>(1)</u>	<u>(1)</u>	Common Shares	2
Restricted Stock Units	<u>(2)</u>	03/05/2018		M		33,750	(2)	03/04/2023	Common Shares	3

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Spooner Steven Edward 350 LEGGET DRIVE OTTAWA, A6 K2K 2W7			Chief Financial Officer				

Reporting Owners 2

Signatures

/s/ Steven Edward Spooner

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).
- Represents 69,975 Common Shares underlying 69,975 RSUs granted to Mr. Spooner on March 5, 2015. These RSUs will vest as follows: (1) (i) 23,325 of the RSUs will vest on March 5, 2017; (ii) 23,325 of the RSUs will vest on March 5, 2018; and (iii) 23,325 of the RSUs will vest on March 5, 2019.
 - Represents 135,000 Common Shares underlying 135,000 Restricted Stock Units ("RSUs") granted to Mr. Spooner on March 4, 2016.
- (2) These RSUs will vest as follows: (i) 33,750 of the RSUs will vest on March 4, 2017; (ii) 33,750 of the RSUs will vest on March 4, 2018; (iii) 33,750 of the RSUs will vest on March 4, 2019; and (iv) 33,750 of the RSUs will vest on March 4, 2020.
- (3) Represents the automatic withholding of Common Shares to satisfy tax withholding obligations in connection with the vesting of RSUs.
- 5,100 common shares ("Common Shares") of Mitel Networks Corporation (the "Company") are held by the Spooner Children Trust, of which Mr. Spooner is one of three trustees, for the benefit of the children of Mr. Spooner. Mr. Spooner disclaims beneficial ownership of the Common Shares held for the benefit of his children and this report shall not be deemed an admission that Mr. Spooner is a beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (5) Represents 85,575 Common Shares underlying 85,575 RSUs granted on February 28, 2018. These RSUs vest in four equal installments annually starting February 28, 2019.
- (6) The late filing of this equity award is due to a clerical error.
- (7) 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.
- (8) 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.

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.

Signatures 3