

ELLIOTT ASSOCIATES, L.P.
Form 4
September 28, 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 *
ELLIOTT ASSOCIATES, L.P.

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)
40 WEST 57TH STREET, 30TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
09/26/2017

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

(Street)
NEW YORK, NY 10019

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common shares, no par value <u>(1)</u> | 09/26/2017 | | S | 88,617 D | \$ 8.2527 3,999,057 <u>(2)</u> | I <u>(3)</u> | See footnotes |
| Common shares, no par value <u>(1)</u> | 09/27/2017 | | S | 198,504 D | \$ 8.255 3,800,553 <u>(2)</u> | D | |
| Common shares, no par value <u>(1)</u> | 09/27/2017 | | S | 63,354 D | \$ 8.25 3,737,199 <u>(2)</u> | D | |

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

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(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 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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Notional Principal Amount Derivative Agreements (1) | (4) | | | Code | V (A) (D) | Date Exercisable (4) Expiration Date (4) | Common shares, no par value (4) | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ELLIOTT ASSOCIATES, L.P. 40 WEST 57TH STREET, 30TH FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

/s/ Elliot Greenberg, Vice President of Braxton Associates, Inc., as General Partner of Elliott Capital Advisors, L.P., as General Partner of Elliott Associates, L.P.

09/28/2017

__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).
- (1) This Form 4 is filed by Elliott Associates, L.P. (the "Reporting Person"). The Reporting Person may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding common stock. The Reporting

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Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

- (2) Includes Common Stock received in a distribution exempt under Rule 16a-9.
- (3) Securities owned by The Liverpool Limited Partnership, a Bermuda limited partnership and a wholly-owned subsidiary of the Reporting Person ("Liverpool").

- (4) Notional principal amount derivative agreements (the "Derivative Agreements") in the form of cash settled swaps expiring January 2, 2018, entered into by the Reporting Person through Liverpool, at initial execution prices ranging from \$6.1362 to \$7.2235. The Derivative Agreements provide Liverpool with economic results that are comparable to the economic results of ownership but do not provide it with the power to vote or direct the voting or dispose of or direct the disposition of the shares that are referenced in the Derivative Agreements (such shares, the "Subject Shares"). The Reporting Person disclaims beneficial ownership in the Subject Shares. The counterparties to the Derivative Agreements are unaffiliated third party financial institutions.

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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