

MITEL NETWORKS CORP  
 Form 3  
 December 21, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Bevington Graham		(Month/Day/Year)	MITEL NETWORKS CORP [MITL]	
(Last)	(First)	(Middle)	12/20/2016	
350 LEGGET DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
OTTAWA,Â A6Â K2K 2W7			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			See Remarks	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	16,998	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Options (Common Shares)	Â (1)	03/04/2023	Common Shares	82,500	\$ 7.17	D	Â
Options (Common Shares)	Â (2)	03/05/2022	Common Shares	74,300	\$ 9.7	D	Â
Options (Common Shares)	Â (3)	08/14/2021	Common Shares	15,000	\$ 9.96	D	Â
Options (Common Shares)	Â (4)	04/03/2021	Common Shares	25,000	\$ 10.11	D	Â
Options (Common Shares)	Â (5)	07/01/2020	Common Shares	30,000	\$ 3.8	D	Â
Options (Common Shares)	Â (6)	06/26/2019	Common Shares	30,000	\$ 4.22	D	Â
Options (Common Shares)	Â (7)	07/07/2018	Common Shares	9,375	\$ 4	D	Â
Options (Common Shares)	Â (8)	07/15/2017	Common Shares	30,000	\$ 8.79	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Shares	67,500	\$ (9)	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Shares	52,575	\$ (10)	D	Â
Restricted Stock Units	Â (11)	Â (11)	Common Shares	5,750	\$ (11)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bevington Graham 350 LEGGET DRIVE OTTAWA,Â A6Â K2K 2W7	Â	Â	Â See Remarks	Â

## Signatures

/s/ Graham  
Bevington

12/20/2016

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 82,500 stock options to purchase common shares ("Common Shares") of Mitel Networks Corporation (the "Company") were granted to Mr. Bevington on March 4, 2016. 5,156 options vested on June 4, 2016 and are scheduled to vest in approximately equal installments

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every three months thereafter until March 4, 2020.

- (2) 74,300 stock options to purchase Common Shares of the Company were granted to Mr. Bevington on March 5, 2015. 4,643 options vested on June 5, 2016 and are scheduled to vest in approximately equal installments every three months thereafter until March 5, 2019.
- (3) 15,000 stock options to purchase Common Shares of the Company were granted to Mr. Bevington on August 14, 2014. 937 options vested on November 14, 2014 and are scheduled to vest in approximately equal installments every three months thereafter until August 14, 2018.
- (4) 25,000 stock options to purchase Common Shares of the Company were granted to Mr. Bevington on April 3, 2014. 1,562 options vested on July 3, 2014 and are scheduled to vest in approximately equal installments every three months thereafter until April 3, 2018.
- (5) 30,000 stock options to purchase Common Shares of the Company were granted to Mr. Bevington on July 1, 2013. 1,875 options vested on October 1, 2013 and are scheduled to vest in equal installments every three months thereafter until July 1, 2017.
- (6) 30,000 stock options to purchase Common Shares of the Company were granted to Mr. Bevington on June 26, 2012. 1,875 options vested on September 26, 2012 and vested in equal installments every three months thereafter until June 26, 2016.
- (7) 9,375 stock options to purchase Common Shares of the Company were granted to Mr. Bevington on July 7, 2011. 12,500 options vested on July 7, 2012 and 3,125 options vested in equal installments every three months thereafter until July 7, 2015.
- (8) 30,000 stock options to purchase Common Shares of the Company were granted to Mr. Bevington on July 15, 2010. 1,875 options vested on October 15, 2010 and vested in equal installments every three months thereafter until July 15, 2014.  
Represents 67,500 Common Shares underlying 60,750 Restricted Stock Units ("RSUs") granted to Mr. Bevington on March 4, 2016.
- (9) These RSUs will vest as follows: (i) 16,875 of the RSUs will vest on March 4, 2017; (ii) 16,875 of the RSUs will vest on March 4, 2018; (iii) 16,875 of the RSUs will vest on March 4, 2019; and (iv) 16,875 of the RSUs will vest on March 4, 2020.  
Represents 52,575 Common Shares underlying 52,575 RSUs granted to Mr. Bevington on March 5, 2015. These RSUs will vest as follows: (i) 17,525 of the RSUs will vest on March 5, 2017; (ii) 17,525 of the RSUs will vest on March 5, 2018; and (iii) 17,525 of the RSUs will vest on March 5, 2019.
- (11) Represents 5,750 Common Shares underlying 5,750 RSUs granted to Mr. Bevington on April 3, 2014. These RSUs will vest as follows: (i) 2,875 of the RSUs will vest on March 1, 2017; and (ii) 2,875 of the RSUs will vest on December 15, 2017.

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### Remarks:

Mr. Â Bevington's Â title Â is Â Executive Â Vice Â President Â and Â Chief Â Sales Â Officer.

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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