

MITEL NETWORKS CORP
Form 3
December 21, 2016

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Spooner Steven Edward</p> <p>(Last) (First) (Middle)</p> <p>350 LEGGET DRIVE</p> <p>(Street)</p> <p>OTTAWA,Â A6Â K2K 2W7</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/20/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MITEL NETWORKS CORP [MITL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	144,886	D	Â
Common Shares	14,900	I	Held by Registered Retirement Savings Plan for Steven Edward Spooner
Common Shares	5,100	I	Held by The Spooner Children Trust ⁽¹⁾

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)

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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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options (Common Shares)	Â <u>(2)</u>	03/04/2023	Common Shares	165,000	\$ 7.17	D	Â
Options (Common Shares)	Â <u>(3)</u>	03/05/2022	Common Shares	99,000	\$ 9.7	D	Â
Options (Common Shares)	Â <u>(4)</u>	04/03/2021	Common Shares	75,000	\$ 10.11	D	Â
Options (Common Shares)	Â <u>(5)</u>	10/09/2020	Common Shares	200,000	\$ 5.73	D	Â
Options (Common Shares)	Â <u>(6)</u>	07/01/2020	Common Shares	21,875	\$ 3.8	D	Â
Options (Common Shares)	Â <u>(7)</u>	06/26/2019	Common Shares	18,750	\$ 4.22	D	Â
Options (Common Shares)	Â <u>(8)</u>	07/15/2017	Common Shares	25,000	\$ 8.79	D	Â
Restricted Stock Units	Â <u>(9)</u>	Â <u>(9)</u>	Common Shares	135,000	\$ <u>(9)</u>	D	Â
Restricted Stock Units	Â <u>(10)</u>	Â <u>(10)</u>	Common Shares	69,975	\$ <u>(10)</u>	D	Â
Restricted Stock Units	Â <u>(11)</u>	Â <u>(11)</u>	Common Shares	17,300	\$ <u>(11)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spooner Steven Edward 350 LEGGET DRIVE OTTAWA,Â A6Â K2K 2W7	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Steven Edward
Spooner

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).

- 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.
- (1) 165,000 stock options to purchase Common Shares of the Company were granted to Mr. Spooner on March 4, 2016. 10,312 options vested on June 4, 2016 and are scheduled to vest in approximately equal installments every three months thereafter until March 4, 2020.
 - (2) 99,000 stock options to purchase Common Shares of the Company were granted to Mr. Spooner on March 5, 2015. 6,187 options vested on June 5, 2015 and are scheduled to vest in approximately equal installments every three months thereafter until March 5, 2019.
 - (3) 75,000 stock options to purchase Common Shares of the Company were granted to Mr. Spooner on April 3, 2014. 4,687 options vested on July 3, 2014 and are scheduled to vest in approximately equal installments every three months thereafter until April 3, 2018.
 - (4) 200,000 stock options to purchase Common Shares of the Company were granted to Mr. Spooner on October 9, 2013. 100,000 options vested on October 9, 2014 and are scheduled to vest in equal installments annually until October 9, 2017.
 - (5) 21,875 stock options to purchase Common Shares of the Company were granted to Mr. Spooner on July 1, 2013. 3,125 options vested on October 1, 2013 and are scheduled to vest in equal installments every three months thereafter until July 1, 2017.
 - (6) 18,750 stock options to purchase Common Shares of the Company were granted to Mr. Spooner on June 26, 2012. 6,250 options vested on September 26, 2012 and vested in equal installments every three months thereafter until June 26, 2016.
 - (7) 25,000 stock options to purchase Common Shares of the Company were granted to Mr. Spooner on July 15, 2010. 1,562 options vested on October 15, 2010 and vested in approximately equal installments every three months thereafter until July 15, 2014.
 - (8) Represents 135,000 Common Shares underlying 135,000 Restricted Stock Units ("RSUs") granted to Mr. Spooner on March 4, 2016. 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.
 - (9) Represents 69,975 Common Shares underlying 69,975 RSUs granted to Mr. Spooner on March 5, 2015. These RSUs will vest as follows: (i) 22,325 of the RSUs will vest on March 5, 2017; (ii) 22,325 of the RSUs will vest on March 5, 2018; and (iii) 22,325 of the RSUs will vest on March 5, 2019.
 - (10) Represents 17,300 Common Shares underlying 17,300 RSUs granted to Mr. Spooner on April 3, 2014. These RSUs will vest as follows: (i) 8,650 of the RSUs will vest on March 1, 2017; and (ii) 8,650 of the RSUs will vest on December 15, 2017.

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.