

MITEL NETWORKS CORP
Form 3
December 22, 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 MATTHEWS TERENCE H</p> <p>(Last) (First) (Middle)</p> <p>390 MARCH ROAD, SUITE 110</p> <p>(Street)</p> <p>OTTAWA,Â A6Â K2K 0G7</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/21/2016</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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman of the Board</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	31,311	D	Â
Common Shares	6,988,590	I	Kanata Research Park Corporation <u>(1)</u> <u>(2)</u>

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Restricted Stock Units	Â (3)	Â (3)	Common Shares	10,000	\$ (3)	D	Â
Options (Common Shares)	12/06/2012	12/06/2019	Common Shares	18,038	\$ 3.06	D	Â
Options (Common Shares)	03/07/2013	03/07/2020	Common Shares	18,313	\$ 3.94	D	Â
Options (Common Shares)	07/01/2013	07/01/2020	Common Shares	18,313	\$ 3.8	D	Â
Options (Common Shares)	09/05/2013	09/05/2020	Common Shares	16,190	\$ 4.64	D	Â
Options (Common Shares)	12/12/2013	12/12/2020	Common Shares	10,146	\$ 9.58	D	Â
Options (Common Shares)	02/05/2014	02/05/2021	Common Shares	9,329	\$ 8.79	D	Â
Options (Common Shares)	05/20/2014	05/20/2021	Common Shares	9,281	\$ 10.83	D	Â
Options (Common Shares)	08/14/2014	08/14/2021	Common Shares	9,281	\$ 9.96	D	Â
Options (Common Shares)	11/13/2014	11/13/2021	Common Shares	9,816	\$ 9.96	D	Â
Options (Common Shares)	03/05/2015	03/05/2022	Common Shares	3,585	\$ 9.7	D	Â
Options (Common Shares)	12/31/2015	05/14/2022	Common Shares	10,000	\$ 8.94	D	Â
Options (Common Shares)	05/14/2015	05/14/2022	Common Shares	4,220	\$ 8.94	D	Â
Options (Common Shares)	08/12/2015	08/12/2022	Common Shares	4,542	\$ 8.3	D	Â
Options (Common Shares)	11/11/2015	11/11/2022	Common Shares	4,307	\$ 8.75	D	Â
Options (Common Shares)	03/04/2017	03/04/2023	Common Shares	10,000	\$ 7.17	D	Â
Options (Common Shares)	03/04/2016	03/04/2023	Common Shares	5,278	\$ 7.17	D	Â
Options (Common Shares)	05/26/2016	05/26/2023	Common Shares	5,674	\$ 6.74	D	Â

Options (Common Shares)	08/10/2016	08/10/2023	Common Shares	4,723	\$ 8.12	D	Â
Options (Common Shares)	11/09/2016	11/09/2023	Common Shares	5,713	\$ 6.62	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHEWS TERENCE H 390 MARCH ROAD, SUITE 110 OTTAWA,Â A6Â K2K 0G7	Â X	Â	Â Chairman of the Board	Â

Signatures

/s/ Dr. Terence Hedley
Matthews

12/21/2016

__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) Dr. Matthews owns 100% of the outstanding voting shares of 4293711 Canada Inc. ("4293711 Canada") which in turn owns 99.9% of the outstanding voting shares of Wesley Clover International Corporation ("WCIC") (the remaining 0.01% of the outstanding voting shares of WCIC are owned by the Matthews Family Trust, of which Dr. Matthews is one of three trustees). WCIC owns 100% of the outstanding voting shares of Kanata Research Park Corporation ("Kanata"). On January 1, 2017, Kanata will amalgamate into WCIC.

(2) Pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of Dr. Matthews, WCIC and 4293711 Canada may be deemed the beneficial owner of all of the common shares (the "Common Shares") of Mitel Networks Corporation (the "Company") beneficially owned by Kanata (and, after January 1, 2017, those shares beneficially owned by WCIC). The filing of this Form 3 shall not be construed as an admission that the Reporting Persons share beneficial ownership of these shares, and the Reporting Persons expressly disclaim such beneficial ownership except to the extent of any pecuniary interest therein.

(3) Represents 10,000 Common Shares of the Company underlying 10,000 Restricted Stock Units ("RSUs") granted to Dr. Matthews on March 4, 2016. The RSUs are scheduled to vest on February 28, 2017.

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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