

McCarthy Michael William
 Form 4
 December 04, 2018

FORM 4

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

OMB APPROVAL

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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 *
 McCarthy Michael William

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)
 350 LEGGET DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/30/2018

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

OTTAWA, A6 K2K 2W7
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(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 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares ⁽¹⁾ ₍₂₎	11/30/2018		D	8,968	D \$ 11.15	0	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Common Shares)	\$ 5.91	11/30/2018		D		20,000		09/27/2017	09/27/2020	Common Shares	20,000
Options (Common Shares)	\$ 10.11	11/30/2018		D		7,500		04/03/2018	04/03/2021	Common Shares	7,500
Options (Common Shares)	\$ 9.7	11/30/2018		D		7,218		<u>(3)</u>	03/05/2022	Common Shares	7,218
Restricted Stock Units	\$ 0	11/30/2018		J		1,939		<u>(5)</u>	<u>(5)</u>	Common Shares	1,939
Restricted Stock Units	\$ 0	11/30/2018		J		3,250		<u>(6)</u>	<u>(6)</u>	Common Shares	3,250
Restricted Stock Units	\$ 0	11/30/2018		J		11,250		<u>(7)</u>	<u>(7)</u>	Common Shares	11,250
Restricted Stock Units	\$ 0	11/30/2018		J		750		<u>(8)</u>	<u>(8)</u>	Common Shares	750
Restricted Stock Units	\$ 0	11/30/2018		J		25,000		<u>(9)</u>	<u>(9)</u>	Common Shares	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Michael William 350 LEGGET DRIVE OTTAWA, A6 K2K 2W7				See Remarks

Signatures

/s/ Michael William
McCarthy

12/04/2018

__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).
- (1) On November 30, 2018 (the "Closing Date"), MLN AcquisitionCo ULC (the "Purchaser") acquired all of the outstanding common shares of Mitel Networks Corporation (the "Issuer") under a plan of arrangement under the Canada Business Corporations Act (the "Plan of Arrangement"), and Issuer became a wholly owned subsidiary of the Purchaser, an entity currently owned and controlled by funds affiliated with Searchlight Capital Partners, L.P., a private equity investment group.
 - (2) Pursuant to the Plan of Arrangement, each common share was transferred to the Purchaser in exchange for the right to receive US\$11.15 in cash, without interest and less any applicable withholding taxes.
 - (3) 8,250 options to purchase common shares (the "Options") were granted on March 5, 2015. 1,032 Options, which were unvested, were cancelled upon resignation of the reporting person. The remaining 7,218 Options, which were vested, were cancelled on November 30, 2018 in exchange for the right to receive an amount equal to the excess, if any, of US\$11.15 over the exercise price of such option, less any applicable withholding taxes, pursuant to the Plan of Arrangement.
 - (4) Pursuant to the Plan of Arrangement, Options were cancelled in exchange for the right to receive an amount equal to the excess, if any, of US\$11.15 over the exercise price of such option, less any applicable withholding taxes
 - (5) Represents 1,939 common shares underlying 1,939 restricted stock units (each an "RSU") granted on March 5, 2015.
 - (6) Represents 3,250 common shares underlying 3,250 RSUs granted on March 4, 2016.
 - (7) Represents 11,250 common shares underlying 11,250 RSUs granted on March 1, 2017.
 - (8) Represents 750 common shares underlying 750 RSUs granted on April 7, 2017.
 - (9) Represents 25,000 common shares underlying 25,000 RSUs granted on February 28, 2018.
 - (10) The RSUs, which were unvested, were cancelled upon resignation of the reporting person.

Remarks:

Resigned as Vice President, Investor Relations on 11/27/2018

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