

Touray Mahawa Vanessa
 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 *
 Touray Mahawa Vanessa

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

OTTAWA, A6 K2K 2W7

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

(City) (State) (Zip)

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	8,461	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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SEC 1474 (9-02)

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)	\$ 9.7	11/30/2018		D	3,300	<u>(3)</u> 03/05/2022	Common Shares 3,300
Restricted Stock Units	\$ 0	11/30/2018		D	775	<u>(5)</u> <u>(5)</u>	Common Shares 775
Restricted Stock Units	\$ 0	11/30/2018		D	250	<u>(6)</u> <u>(6)</u>	Common Shares 250
Restricted Stock Units	\$ 0	11/30/2018		D	3,500	<u>(7)</u> <u>(7)</u>	Common Shares 3,500
Restricted Stock Units	\$ 0	11/30/2018		D	37,500	<u>(8)</u> <u>(8)</u>	Common Shares 37,500
Restricted Stock Units	\$ 0	11/30/2018		D	40,000	<u>(9)</u> <u>(9)</u>	Common Shares 40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Touray Mahawa Vanessa 350 LEGGET DRIVE OTTAWA, A6 K2K 2W7				See Remarks

Signatures

/s/ Vanessa Mahawa
Touray
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) Represents 3,300 options to purchase common shares (the "Options"), of which 2,887 were fully exercisable as of the Closing Date and the remaining 413 Options would have vested on March 5, 2019.
- (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 775 common shares underlying 775 restricted stock units (each an "RSU") granted on March 5, 2015. None of these RSUs were fully exercisable as of the Closing Date (each a "Non-Exercisable RSU") and all of them would have vested on March 5, 2019.
- (6) Represents 250 common shares underlying 250 RSUs granted on March 13, 2015. As of the Closing Date, all of these RSUs were Non-Exercisable RSUs and would have vested on March 13, 2019.
- (7) Represents 3,500 common shares underlying 3,500 RSUs granted on March 4, 2016. As of the Closing Date, all of these RSUs were Non-Exercisable RSUs and would have vested in two equal installments on March 4, 2019 and March 4, 2020.
- (8) Represents 37,500 common shares underlying 37,500 RSUs granted on March 1, 2017. As of the Closing Date, all of these RSUs were Non-Exercisable RSUs and would have vested in four equal installments annually starting March 1, 2018.
- (9) Represents 40,000 common shares underlying 40,000 RSUs granted on February 28, 2018. As of the Closing Date, all of these RSUs were Non-Exercisable RSUs and would have vested in four equal installments annually starting February 28, 2019. This filing also amends the Form 4 filed by this reporting person on March 7, 2018, which inadvertently reported that the number of RSUs granted on February 28, 2018 to this reporting person is 45,000.
- (10) Pursuant to the Plan of Arrangement, each Non-Exercisable RSU was cancelled in exchange for the right to receive US\$11.15 in cash, less any applicable withholding taxes, following the date such Non-Exercisable RSUs would have vested in accordance with their terms, subject to the Reporting Person's continued employment through such date.

Remarks:

Senior Vice President, Finance

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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