

MITEL NETWORKS CORP

Form 4

March 13, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCBEE RICHARD D

(Last) (First) (Middle)

350 LEGGET DRIVE, OTTAWA,  
A6

(Street)

K2K 2W7

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
MITEL NETWORKS CORP [MITL]

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

03/09/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	03/09/2017		M		57,375	A	\$ 6.5
					252,360		D
Common Shares	03/09/2017		M		58,312	A	\$ 6.5
					310,672		D
Common Shares	03/10/2017		S		43,025	D	\$ 6.9517
					267,647		D

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

number.

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

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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	03/09/2017		M		57,375		<u>(1)</u>	<u>(1)</u>	Common Shares	57,375
Restricted Stock Units	\$ 0	03/09/2017		M		58,312		<u>(2)</u>	<u>(2)</u>	Common Shares	58,312

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCBEE RICHARD D 350 LEGGETT DRIVE OTTAWA, A6 K2K 2W7	X		See Remarks	

## Signatures

/s/ Richard D.  
McBee

03/13/2017

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).

Represents 229,500 Common Shares underlying 229,500 Restricted Stock Units ("RSUs") granted to Mr. McBee on March 4, 2016.

- (1) These RSUs will vest as follows: (i) 57,375 of the RSUs will vest on March 4, 2017; (ii) 57,375 of the RSUs will vest on March 4, 2018; (iii) 57,375 of the RSUs will vest on March 4, 2019; and (iv) 57,375 of the RSUs will vest on March 4, 2020.

Represents 174,938 Common Shares underlying 174,938 RSUs granted to Mr. McBee on March 5, 2015. These RSUs will vest as

- (2) follows: (i) 58,312 of the RSUs will vest on March 5, 2017; (ii) 58,312 of the RSUs will vest on March 5, 2018; and (iii) 58,314 of the RSUs will vest on March 5, 2019.

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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