

CHARBONNEAU PETER

Form 4

December 04, 2018

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CHARBONNEAU PETER

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)

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

OTTAWA, A6 K2K 2W7

(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 Indirect Beneficial Ownership (Instr. 4)
Common Shares <sup>(1)</sup> <sub>(2)</sub>	11/30/2018		D	55,301 D	\$ 11.15 0	D	
Common Shares <sup>(1)</sup> <sub>(2)</sub>	11/30/2018		D	13,927 D	\$ 11.15 0	I	Held by Joan Charbonneau (Spouse) <sup>(3)</sup>
Common Shares <sup>(1)</sup> <sub>(2)</sub>	11/30/2018		D	2,019 D	\$ 11.15 0	I	Held By The Peter Charbonneau Trust #2 <sup>(4)</sup>

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

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(9-02)

**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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Common Shares)	\$ 7.17	11/30/2018		D	10,000	03/04/2017	03/04/2023	Common Shares	10,000
Options (Common Shares)	\$ 8.94	11/30/2018		D	10,000	12/31/2015	05/14/2022	Common Shares	10,000
Options (Common Shares)	\$ 9.7	11/30/2018		D	1,154	03/05/2015	03/05/2022	Common Shares	1,154
Options (Common Shares)	\$ 9.96	11/30/2018		D	4,854	11/13/2014	11/13/2021	Common Shares	4,854
Options (Common Shares)	\$ 9.96	11/30/2018		D	4,682	08/14/2014	08/14/2021	Common Shares	4,682
Options (Common Shares)	\$ 10.83	11/30/2018		D	4,682	05/20/2014	05/20/2021	Common Shares	4,682
Options (Common Shares)	\$ 8.79	11/30/2018		D	4,778	02/05/2014	02/05/2021	Common Shares	4,778
Options (Common Shares)	\$ 9.58	11/30/2018		D	4,960	12/12/2013	12/12/2020	Common Shares	4,960
Options (Common Shares)	\$ 4.64	11/30/2018		D	6,782	09/05/2013	09/05/2020	Common Shares	6,782

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Options (Common Shares)	\$ 3.8	11/30/2018	D	10,338	07/01/2013	07/01/2020	Common Shares	10,338
Options (Common Shares)	\$ 3.94	11/30/2018	D	10,338	03/07/2013	03/07/2020	Common Shares	10,338
Options (Common Shares)	\$ 3.06	11/30/2018	D	10,819	12/06/2012	12/06/2019	Common Shares	10,819
Options (Common Shares)	\$ 2.61	11/30/2018	D	10,544	09/06/2012	09/06/2019	Common Shares	10,544
Options (Common Shares)	\$ 4.22	11/30/2018	D	10,550	06/26/2012	06/26/2019	Common Shares	10,550
Options (Common Shares)	\$ 3.44	11/30/2018	D	8,756	03/07/2012	03/07/2019	Common Shares	8,756
Options (Common Shares)	\$ 3.05	11/30/2018	D	8,756	12/23/2011	12/23/2018	Common Shares	8,756
Restricted Stock Units	(6)	11/30/2018	D	14,500	12/31/2018	(6)	Common Shares	14,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHARBONNEAU PETER 350 LEGGET DRIVE OTTAWA, A6 K2K 2W7	X			

## Signatures

/s/ Peter  
Charbonneau 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

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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) Mr. Charbonneau disclaims beneficial ownership of the common shares held by his spouse and this report shall not be deemed an admission that Mr. Charbonneau is a beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

- (4) These common shares are held by the Peter Charbonneau Trust #2, of which Mr. Charbonneau is the sole trustee. Mr. Charbonneau disclaims beneficial ownership of the common shares held by the Peter Charbonneau Trust #2, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that Mr. Charbonneau is a beneficial owner of such shares for purposes of Section 16 of the Exchange Act or for any other purpose.

- (5) Pursuant to the Plan of Arrangement, options to purchase common shares (the "Options") were accelerated and all 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.

- (6) Represents 14,500 common shares underlying 14,500 restricted stock units. Pursuant to the Plan of Arrangement, each restricted share unit was cancelled in exchange for the right to receive US\$11.15 in cash, less any applicable withholding taxes.

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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