

BALL BENJAMIN
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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BALL BENJAMIN

(Last) (First) (Middle)

**ONE LETTERMAN
DRIVE, BUILDING C - SUITE 410**

(Street)

SAN FRANCISCO, CA 94129

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MITEL NETWORKS CORP [MITL]

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

11/30/2018

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)

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|--|--|--|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Shares ⁽¹⁾ ₍₂₎ | 11/30/2018 | | D | | 31,199 | 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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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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) | \$ 3.05 | 11/30/2018 | | D | 18,819 | 12/23/2011 | 12/23/2018 | Common Shares | 18,819 |
| Options (Common Shares) | \$ 3.44 | 11/30/2018 | | D | 18,131 | 03/07/2012 | 03/07/2019 | Common Shares | 18,131 |
| Options (Common Shares) | \$ 4.22 | 11/30/2018 | | D | 22,343 | 03/07/2012 | 03/07/2019 | Common Shares | 22,343 |
| Options (Common Shares) | \$ 2.61 | 11/30/2018 | | D | 21,569 | 09/06/2012 | 09/06/2019 | Common Shares | 21,569 |
| Options (Common Shares) | \$ 3.06 | 11/30/2018 | | D | 20,194 | 12/06/2012 | 12/06/2019 | Common Shares | 20,194 |
| Options (Common Shares) | \$ 3.94 | 11/30/2018 | | D | 20,263 | 03/07/2013 | 03/07/2020 | Common Shares | 20,263 |
| Options (Common Shares) | \$ 3.8 | 11/30/2018 | | D | 20,263 | 07/01/2013 | 07/01/2020 | Common Shares | 20,263 |
| | \$ 4.64 | 11/30/2018 | | D | 8,588 | 09/05/2013 | 09/05/2020 | | 8,588 |

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Options
(Common
Shares)

Common
Shares

Options
(Common
Shares)

\$ 9.58

11/30/2018

D

7,061

12/12/2013 12/12/2020

Common
Shares

7,061

Options
(Common
Shares)

\$ 8.79

11/30/2018

D

6,909

02/05/2014 02/05/2021

Common
Shares

6,909

Options
(Common
Shares)

\$ 10.83

11/30/2018

D

6,828

05/20/2014 05/20/2021

Common
Shares

6,828

Options
(Common
Shares)

\$ 9.96

11/30/2018

D

6,828

08/14/2014 08/14/2021

Common
Shares

6,828

Options
(Common
Shares)

\$ 9.96

11/30/2018

D

6,972

11/13/2014 11/13/2021

Common
Shares

6,972

Options
(Common
Shares)

\$ 9.7

11/30/2018

D

966

03/05/2015 03/05/2022

Common
Shares

966

Options
(Common
Shares)

\$ 8.94

11/30/2018

D

20,000

12/31/2015 05/14/2022

Common
Shares

20,000

Options
(Common
Shares)

\$ 7.17

11/30/2018

D

10,000

03/04/2017 03/04/2023

Common
Shares

10,000

(5)

11/30/2018

D

14,500

(5)

(5)

14,500

Restricted
Stock
Units

Common
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| | Director 10% Owner Officer Other |
| BALL BENJAMIN ONE LETTERMAN DRIVE BUILDING C - SUITE 410 SAN FRANCISCO, CA 94129 | X |

Signatures

/s/ Benjamin 12/04/2018
Ball

Signature of Date
Reporting Person

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) 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.

(4) Benjamin Ball is a partner of Francisco Partners Management, LLC ("Francisco Partners"), has voting and investment power over the common shares of the Issuer held by Francisco Partners. Mr. Ball expressly disclaims such beneficial ownership except to the extent of any pecuniary interest therein.

(5) 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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