

Spooner Steven Edward
 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 *
 Spooner Steven Edward

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)
 Chief Financial Officer

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)
 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | | |
| Common Shares ⁽¹⁾ ₍₂₎ | 11/30/2018 | | D | | 240,404 | D | |
| | | | | | \$ 11.15 | 0 | |
| Common Shares ⁽¹⁾ ₍₂₎ | 11/30/2018 | | D | | 5,100 | D | |
| | | | | | \$ 11.15 | 0 | |
| | | | | | | | Held By The Spooner Children Trust ⁽³⁾ |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form
displays a currently valid OMB control
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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Options (Common Shares) | \$ 4.22 | 11/30/2018 | | D | 18,750 | 06/26/2016 06/26/2019 | Common Shares 18 |
| Options (Common Shares) | \$ 3.8 | 11/30/2018 | | D | 21,875 | 07/01/2017 07/01/2020 | Common Shares 21 |
| Options (Common Shares) | \$ 5.73 | 11/30/2018 | | D | 200,000 | 10/09/2017 10/09/2020 | Common Shares 200 |
| Options (Common Shares) | \$ 10.11 | 11/30/2018 | | D | 75,000 | 04/03/2018 04/03/2021 | Common Shares 75 |
| Options (Common Shares) | \$ 9.7 | 11/30/2018 | | D | 99,000 | <u>(4)</u> 03/05/2022 | Common Shares 99 |
| Options (Common Shares) | \$ 7.17 | 11/30/2018 | | D | 165,000 | <u>(5)</u> 03/04/2023 | Common Shares 165 |
| Performance Stock Units | \$ 0 | 11/30/2018 | | D | 67,000 | <u>(7)</u> <u>(7)</u> | Common Shares 67 |
| Performance Stock Units | \$ 0 | 11/30/2018 | | D | 85,575 | <u>(7)</u> <u>(7)</u> | Common Shares 85 |
| Restricted Stock Units | \$ 0 | 11/30/2018 | | D | 23,325 | <u>(9)</u> <u>(9)</u> | Common Shares 23 |
| Restricted Stock Units | \$ 0 | 11/30/2018 | | D | 67,500 | <u>(10)</u> <u>(10)</u> | Common Shares 67 |
| Restricted Stock Units | \$ 0 | 11/30/2018 | | D | 50,250 | <u>(11)</u> <u>(11)</u> | Common Shares 50 |
| Restricted Stock Units | \$ 0 | 11/30/2018 | | D | 85,575 | <u>(12)</u> <u>(12)</u> | Common Shares 85 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Spooner Steven Edward 350 LEGGET DRIVE OTTAWA, A6 K2K 2W7 | | | Chief Financial Officer | |

Signatures

/s/ Steven Edward
Spooner 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) 5,100 common shares were held by the Spooner Children Trust, of which Mr. Spooner is one of three trustees, for the benefit of the children of Mr. Spooner. Mr. Spooner disclaimed beneficial ownership of the Common Shares held for the benefit of his children and this report shall not be deemed an admission that Mr. Spooner was a beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
 - (4) Represents 99,000 options to purchase common shares (the "Options"), of which 86,625 were fully exercisable as of the Closing Date and the remaining 12,375 Options would have vested in equal installments every three months thereafter until March 4, 2020. Pursuant to the Plan of Arrangement, the unvested 12,375 Options were accelerated and became fully vested and exercisable as of the Closing Date.
 - (5) Represents 165,000 Options, of which 103,125 were fully exercisable as of the Closing Date and the remaining 61,875 Options would have vested in equal installments every three months thereafter until March 4, 2020. Pursuant to the Plan of Arrangement, the unvested 61,875 Options were accelerated and became fully vested and exercisable as of the Closing Date.
 - (6) 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.
 - (7) Date exercisable for each performance share unit ("PSU") will vary for each vesting tranche based on achievement of share price performance milestones. The PSUs will expire three years from the date of grant.
 - (8) Pursuant to the Plan of Arrangement, each PSU was cancelled in consideration for the right to receive US\$11.15 in cash per common share subject to such PSU, as calculated in accordance with the Plan of Arrangement, less any applicable withholding taxes.
 - (9) Represents 23,325 common shares underlying 23,325 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.
 - (10) Represents 67,500 common shares underlying 67,500 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 on March 4, 2020.
 - (11) Represents 50,250 common shares underlying 50,250 RSUs granted on March 1, 2017. As of the Closing Date, all of these RSUs were Non-Exercisable RSUs and would have vested in three equal installments on March 1, 2019, March 1, 2020 and on March 1, 2021.
 - (12) Represents 85,575 common shares underlying 85,575 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.

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Pursuant to the Plan of Arrangement, the unvested Non-Exercisable RSUs were accelerated and became fully vested and exercisable as **(13)** of the Closing Date and each Non-Exercisable RSU 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.