

Bevington Graham  
Form 4  
March 07, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bevington Graham

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, OTTAWA, A6

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

See Remarks

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares	03/05/2018		M		16,875 A \$ 0	D	
Common Shares	03/05/2018		M		17,525 A \$ 0	D	
Common Shares	03/06/2018		S		8,605 (1) D \$ 8.0086	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)

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)
					(A)	(D)	Date Exercisable	Expiration Date	
Restricted Stock Units	(2)	02/28/2018		A	21,394 (3)		(2)	(2)	Common Shares
Performance Share Units	(4)	02/28/2018		A	21,394 (3)		(4)	02/28/2021	Common Shares
Restricted Stock Units	\$ 0	03/05/2018		M		16,875	(5)	03/04/2023	Common Shares
Restricted Stock Units	\$ 0	03/05/2018		M		17,525	(6)	03/05/2022	Common Shares

## Reporting Owners

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

## Signatures

/s/ Graham  
Bevington  
03/07/2018

\*\*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) Represents the automatic withholding of Common Shares to satisfy tax withholding obligations in connection with the vesting of RSUs
- (2) Represents 21,394 Common Shares underlying 21,394 RSUs granted on February 28, 2018. These RSUs vest in four equal installments annually starting February 28, 2019.
- (3) The late filing of this equity award is due to a clerical error.
- (4)

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Date exercisable for PSUs 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.

Represents 67,500 Common Shares underlying 60,750 Restricted Stock Units ("RSUs") granted to Mr. Bevington on March 4, 2016.

- (5) These RSUs will vest as follows: (i) 16,875 of the RSUs will vest on March 4, 2017; (ii) 16,875 of the RSUs will vest on March 4, 2018; (iii) 16,875 of the RSUs will vest on March 4, 2019; and (iv) 16,875 of the RSUs will vest on March 4, 2020.

Represents 52,575 Common Shares underlying 52,575 RSUs granted to Mr. Bevington on March 5, 2015. These RSUs will vest as

- (6) follows: (i) 17,525 of the RSUs will vest on March 5, 2017; (ii) 17,525 of the RSUs will vest on March 5, 2018; and (iii) 17,525 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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