

Spooner Steven Edward
 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 *
 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, OTTAWA, A6
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares	03/05/2018		M		23,325 A <u>(1)</u>	218,516	D
Common Shares	03/05/2018		M		33,750 A <u>(2)</u>	252,266	D
Common Shares	03/06/2018		S		26,762 <u>(3)</u> D \$ 8.0086	225,504	D
Common Shares						14,900	I Held By Registered Retirement Savings Plan For

Common Shares		5,100	I		Steven Edward Spooner Held By The Spooner Children Trust ⁽⁴⁾

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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(5)	02/28/2018		A	85,575 (6)	(5) (5)	Common Shares
Performance Share Units	(7)	02/28/2018		A	85,575 (6)	(8) 02/28/2021	Common Shares
Restricted Stock Units	(1)	03/05/2018		M	23,325	(1) (1)	Common Shares
Restricted Stock Units	(2)	03/05/2018		M	33,750	(2) 03/04/2023	Common Shares

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

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).

Represents 69,975 Common Shares underlying 69,975 RSUs granted to Mr. Spooner on March 5, 2015. These RSUs will vest as follows:

- (1) (i) 23,325 of the RSUs will vest on March 5, 2017; (ii) 23,325 of the RSUs will vest on March 5, 2018; and (iii) 23,325 of the RSUs will vest on March 5, 2019.

Represents 135,000 Common Shares underlying 135,000 Restricted Stock Units ("RSUs") granted to Mr. Spooner on March 4, 2016.

- (2) These RSUs will vest as follows: (i) 33,750 of the RSUs will vest on March 4, 2017; (ii) 33,750 of the RSUs will vest on March 4, 2018; (iii) 33,750 of the RSUs will vest on March 4, 2019; and (iv) 33,750 of the RSUs will vest on March 4, 2020.

- (3) Represents the automatic withholding of Common Shares to satisfy tax withholding obligations in connection with the vesting of RSUs.

- (4) 5,100 common shares ("Common Shares") of Mitel Networks Corporation (the "Company") are 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 disclaims 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 is 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.

- (5) Represents 85,575 Common Shares underlying 85,575 RSUs granted on February 28, 2018. These RSUs vest in four equal installments annually starting February 28, 2019.

- (6) The late filing of this equity award is due to a clerical error.

- (7) 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.

- (8) 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.

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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