

Rezaei Jamshid
Form 3
May 15, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Rezaei Jamshid | | (Month/Day/Year) | MITEL NETWORKS CORP [MITL] | |
| (Last) | (First) | (Middle) | 03/01/2018 | |
| 350 LEGGET DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| KANATA,Â A6Â K2K 2W7 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Information Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares | 3,061 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-------------------------|-------|------------|---------------|--------|---------|-------------------|---|
| Options (Common Shares) | Â (1) | 02/05/2021 | Common Shares | 10,000 | \$ 8.79 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Shares | 1,939 | \$ (2) | D | Â |
| Options (Common Shares) | Â (3) | 03/05/2022 | Common Shares | 8,250 | \$ 9.7 | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Shares | 6,000 | \$ (4) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Shares | 22,500 | \$ (5) | D | Â |
| Performance Share Units | Â (6) | 02/28/2021 | Common Shares | 24,450 | \$ (6) | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Common Shares | 24,450 | \$ (7) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rezaei Jamshid 350 LEGGET DRIVE KANATA,Â A6Â K2K 2W7 | Â | Â | Â Chief Information Officer | Â |

Signatures

/s/ Jamshid
Rezaei

05/15/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 10,000 stock options to purchase common shares ("Common Shares") of Mitel Networks Corporation were granted on February 5, 2014. 10,000 options are vested.
 - (2) Represents 1,939 Common Shares underlying 1,939 RSUs granted to Mr. Rezaei on March 5, 2015. These RSUs will vest on March 5, 2019.
 - (3) Represents 8,250 stock options to purchase common shares ("Common Shares") of Mitel Networks Corporation were granted on March 5, 2015. 6,187 options are vested and the remaining options vest as follows: 516 on June 5, 2018; 515 on September 5, 2018; 516 on December 5, 2018; and 516 on March 5, 2019.
 - (4) Represents 6,000 Common Shares underlying 6,000 RSUs granted to Mr. Rezaei on March 4, 2016. These RSUs will vest as follows: 3,000 will vest on March 4, 2019 and 3,000 will vest on March 4, 2020.
 - (5) Represents 22,500 Common Shares underlying 22,500 RSUs granted to Mr. Rezaei on March 1, 2017. These RSUs will vest as follows: 7,500 will vest on March 1, 2019; 7,500 will vest on March 1, 2020 and 7,500 will vest on March 1, 2021.

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- (6) 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.
- (7) Represents 24,450 Common Shares underlying 24,450 RSUs granted to Mr. Rezaei on February 28, 2018. These RSUs will vest quarterly on each anniversary date starting February 28, 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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