

MITEL NETWORKS CORP
Form 3
December 21, 2016

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 MCBEE RICHARD D		(Month/Day/Year)	MITEL NETWORKS CORP [MITL]	
(Last)	(First)	(Middle)	12/20/2016	
350 LEGGET DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
OTTAWA,Â A6Â K2K 2W7			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			See Remarks	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

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	174,075	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)	03/04/2023	Common Shares	280,500	\$ 7.17	D	Â
Options (Common Shares)	Â (2)	03/05/2022	Common Shares	250,000	\$ 9.7	D	Â
Options (Common Shares)	Â (3)	04/03/2021	Common Shares	250,000	\$ 10.11	D	Â
Options (Common Shares)	Â (4)	07/01/2020	Common Shares	61,000	\$ 3.8	D	Â
Options (Common Shares)	Â (5)	06/26/2019	Common Shares	56,250	\$ 4.22	D	Â
Options (Common Shares)	Â (6)	01/19/2018	Common Shares	515,175	\$ 5.16	D	Â
Options (Common Shares)	Â (7)	01/19/2018	Common Shares	892,575	\$ 5.16	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Shares	229,500	\$ (8)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Shares	174,938	\$ (9)	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Shares	57,700	\$ (10)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCBEE RICHARD D 350 LEGGET DRIVE OTTAWA, A6 K2K 2W7	Â X	Â	Â See Remarks	Â

Signatures

/s/ Richard
McBee

12/20/2016

**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).
- 280,500 stock options to purchase common shares ("Common Shares") of Mitel Networks Corporation (the "Company") were granted to
- (1) Mr. McBee on March 4, 2016. 17,531 options vested on June 4, 2016 and are scheduled to vest in equal installments every three months thereafter until March 4, 2020.
 - (2)

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250,000 stock options to purchase Common Shares of the Company were granted to Mr. McBee on March 5, 2015. 15,625 options vested on June 5, 2016 and are scheduled to vest in equal installments every three months thereafter until March 5, 2019.

- (3) 250,000 stock options to purchase Common Shares of the Company were granted to Mr. McBee on April 3, 2014. 15,625 options vested on July 3, 2014 and are scheduled to vest in equal installments every three months thereafter until April 3, 2018.
- (4) 61,000 stock options to purchase Common Shares of the Company were granted to Mr. McBee on July 1, 2013. 4,688 options vested on October 1, 2014 and are scheduled to vest in equal installments every three months thereafter until January 1, 2017.
- (5) 56,250 stock options to purchase Common Shares of the Company were granted to Mr. McBee on June 26, 2012. 6,250 options vested on September 26, 2012 and vested in equal installments every three months thereafter until June 26, 2016.
- (6) 515,175 stock options to purchase Common Shares of the Company were granted to Mr. McBee on January 19, 2011. 32,198 options vested on April 19, 2011 and vested in approximately equal installments every three months thereafter until January 19, 2015.
- (7) 892,575 stock options to purchase Common Shares of the Company were granted to Mr. McBee on January 19, 2011. 61,551 options vested on April 19, 2011 and vested in approximately equal installments every three months thereafter until January 19, 2015.
Represents 229,500 Common Shares underlying 229,500 Restricted Stock Units ("RSUs") granted to Mr. McBee on March 4, 2016.
- (8) These RSUs will vest as follows: (i) 57,375 of the RSUs will vest on March 4, 2017; (ii) 57,375 of the RSUs will vest on March 4, 2018; (iii) 57,375 of the RSUs will vest on March 4, 2019; and (iv) 57,375 of the RSUs will vest on March 4, 2020.
Represents 174,938 Common Shares underlying 174,938 RSUs granted to Mr. McBee on March 5, 2015. These RSUs will vest as follows: (i) 58,312 of the RSUs will vest on March 5, 2017; (ii) 58,312 of the RSUs will vest on March 5, 2018; and (iii) 58,314 of the RSUs will vest on March 5, 2019.
- (10) Represents 57,700 Common Shares underlying 57,700 RSUs granted to Mr. McBee on April 3, 2014. These RSUs will vest as follows: (i) 28,850 of the RSUs will vest on March 1, 2017; and (ii) 28,850 of the RSUs will vest on December 15, 2017.

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Remarks:

Mr. McBee's title is President and Chief Executive Officer

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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