

MITEL NETWORKS CORP
Form 3
December 29, 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â BALL BENJAMIN</p> <p>(Last) (First) (Middle)</p> <p>ONE LETTERMAN DRIVE, BUILDING C - SUITE</p> <p>(Street)</p> <p>SAN FRANCISCO,Â CAÂ 94129</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/29/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MITEL NETWORKS CORP [MITL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	8,974	D	Â
Common Shares	6,281,568	I	Owned by Arsenal HoldCo I S.a.r.l (1) (2) (3) (4) (5)
Common Shares	2,424,602	I	Owned by Arsenal HoldCo II S.a.r.l (1) (2) (3) (6) (7)
Common Shares	72,405	I	Owned by Francisco Partners Management, LLC (1) (2)

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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	Â (8)	Â (8)	Common Shares	10,000	\$ (8)	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	03/04/2017	03/04/2023	Common Shares	10,000	\$ 7.17	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	12/31/2015	05/14/2022	Common Shares	20,000	\$ 8.94	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	03/05/2015	03/05/2022	Common Shares	966	\$ 9.7	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	11/13/2014	11/13/2021	Common Shares	6,972	\$ 9.96	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	08/14/2014	08/14/2021	Common Shares	6,828	\$ 9.96	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	05/20/2014	05/20/2021	Common Shares	6,828	\$ 10.83	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	02/05/2014	02/05/2021	Common Shares	6,909	\$ 8.79	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	12/12/2013	12/12/2020	Common Shares	7,061	\$ 9.58	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>

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Options (Common Shares)	09/05/2013	09/05/2020	Common Shares	8,588	\$ 4.64	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	07/01/2013	07/01/2020	Common Shares	20,263	\$ 3.8	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	03/07/2013	03/07/2020	Common Shares	20,263	\$ 3.94	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	12/06/2012	12/06/2019	Common Shares	20,194	\$ 3.06	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	09/06/2012	09/06/2019	Common Shares	21,569	\$ 2.61	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	06/26/2012	06/26/2019	Common Shares	22,343	\$ 4.22	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	03/07/2012	03/07/2019	Common Shares	18,131	\$ 3.44	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	12/23/2011	12/23/2018	Common Shares	18,819	\$ 3.05	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	09/07/2011	09/07/2018	Common Shares	21,250	\$ 3.29	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	07/07/2011	07/07/2018	Common Shares	28,336	\$ 4	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>
Options (Common Shares)	09/16/2011	09/16/2017	Common Shares	62,200	\$ 6.5	I	Owned by Francisco Partners Management, LLC <u>(1)</u> <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALL BENJAMIN ONE LETTERMAN DRIVE, BUILDING C - SUITE SAN FRANCISCO, CA 94129	X	A	A	A

Signatures

/s/ Benjamin
Ball 12/29/2016

__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).

(1) Benjamin Ball is a partner of Francisco Partners Management, LLC ("Francisco Partners"), has voting and investment power over the common shares (the "Common Shares") of Mitel Networks Corporation (the "Company") held by each of Francisco Partners Management, LLC, Arsenal HoldCo I S.a.r.l. ("Arsenal I") and Arsenal HoldCo II S.a.r.l. ("Arsenal II"); each of Mr. Ball, Francisco Partners, Arsenal I and Arsenal II, a "Entity", and together, the "Entities", and therefore may be deemed to beneficially own the Common Shares held by each of Francisco Partners, Arsenal I and Arsenal II. Mr. Ball expressly disclaims such beneficial ownership except to the extent of any pecuniary interest therein.

(2) (Continued from footnote 1) In addition, the Entities may be deemed to be a member of a group, within the meaning of Rule 13d-5 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and may be deemed to share voting and investment power over the Common Shares, and thus be deemed to beneficially own, the Common Shares held by each other Entity. The filing of this Form 3 shall not be construed as an admission that the Entities share beneficial ownership of these shares, and the Entities expressly disclaim such beneficial ownership.

(3) Pursuant to Rule 13d-5 of the Exchange Act, by reason of the relationships described herein, Arsenal I and Arsenal II may be deemed to share beneficial ownership of the Common Shares held by Arsenal I and Arsenal II. The filing of this Form 3 shall not be construed as an admission that Arsenal I and Arsenal II beneficially own those shares held by the other Entity.

(4) Francisco Partners II (Cayman), L.P. ("FP II Cayman"), as the sole member of Arsenal I, Francisco Partners GP II (Cayman), L.P. ("FP GP II Cayman"), as the general partner of FP II Cayman, and Francisco Partners GP II Management (Cayman) Limited ("FP Management Cayman"), as the general partner of FP GP II Cayman, may also be deemed to share voting and investment power of the Common Shares beneficially owned by Arsenal I. Except to the extent of its interests as sole member of Arsenal I, FP II Cayman expressly disclaims such beneficial ownership and the filing of this Form 3 shall not be construed as an admission that FP II Cayman is a beneficial owner of the Common Shares owned by Arsenal I.

(5) (Continued from footnote 4) Except to the extent of its interests as general partner in FP II Cayman, FP GP II Cayman expressly disclaims such beneficial ownership and the filing of this Form 3 shall not be construed as an admission that FP GP II Cayman is a beneficial owner of the Common Shares owned by Arsenal I. Except to the extent of its interests as general partner in FP GP II Cayman, FP Management Cayman expressly disclaims such beneficial ownership and the filing of this Form 3 shall not be construed as an admission that FP Management Cayman is a beneficial owner of the Common Shares owned by Arsenal I.

(6) Francisco Partners Parallel Fund II, L.P. ("FP Parallel Fund"), as the controlling member of Arsenal II, Francisco Partners GP II, L.P. ("FP GP II"), as the general partner of FP Parallel Fund, and Francisco Partners GP II Management, LLC ("FP Management"), as the general partner of FP GP II, may also be deemed to share voting and investment power of the Common Shares beneficially owned by Arsenal II.

(7) (Continued from footnote 6) Except to the extent of its interests as the controlling member of Arsenal II, FP Parallel Fund expressly disclaims such beneficial ownership and the filing of this Form 3 shall not be construed as an admission that FP Parallel Fund is a beneficial owner of the Common Shares owned by Arsenal II. Except to the extent of its interests as general partner in FP Parallel Fund, FP GP II expressly disclaims such beneficial ownership and the filing of this Form 3 shall not be construed as an admission that FP GP II is a beneficial owner of the Common Shares owned by Arsenal II. Except to the extent of its interest as general partner in FP GP II, FP Management expressly disclaims such beneficial ownership and the filing of this Form 3 shall not be construed as an admission that FP

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GP II is a beneficial owner of the Common Shares owned by Arsenal II.

- (8) Represents 10,000 Common Shares of the Company underlying 10,000 Restricted Stock Units ("RSUs") granted to Francisco Partners on March 4, 2016. The RSUs are scheduled to vest on February 28, 2017.

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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