

MITEL NETWORKS CORP  
Form 3  
December 21, 2016

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
Â Ramakrishna Sudhakar		(Month/Day/Year)	MITEL NETWORKS CORP [MITL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/19/2016		
350 LEGGET DRIVE			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	
OTTAWA,Â A6Â K2K 2W7			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<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	7,166	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)	03/04/2017	03/04/2023	Common Shares	10,000	\$ 7.17	D	Â
Options (Common Shares)	12/31/2015	05/14/2022	Common Shares	7,500	\$ 8.94	D	Â
Options (Common Shares)	Â <u>(1)</u>	05/14/2022	Common Shares	45,000	\$ 8.94	D	Â
Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Common Shares	10,000	\$ <u>(2)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramakrishna Sudhakar 350 LEGGET DRIVE OTTAWA,Â A6Â K2K 2W7	Â X	Â	Â	Â

## Signatures

/s/ Sudhakar  
Ramakrishna

12/19/2016

\*\*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).

45,000 stock options to purchase common shares ("Common Shares") of Mitel Networks Corporation (the "Company") were granted to

(1) Mr. Ramakrishna on May 14, 2015. 15,000 options vested on May 14, 2016 and are scheduled to vest in equal installments annually thereafter until May 14, 2018.

(2) Represents 10,000 Common Shares underlying 10,000 Restricted Stock Units ("RSUs") granted to Mr. Ramakrishna on March 4, 2016. These RSUs will 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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