

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 <b>and</b> Ticker or Trading Symbol	
Â McCarthy Michael William		(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 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
			See Remarks	

**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	2,653	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)	03/05/2022	Common Shares	8,250	\$ 9.7	D	Â
Options (Common Shares)	Â (2)	04/03/2021	Common Shares	7,500	\$ 10.11	D	Â
Options (Common Shares)	Â (3)	09/27/2020	Common Shares	20,000	\$ 5.91	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Shares	6,500	\$ (4)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Shares	5,813	\$ (5)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Shares	1,750	\$ (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Michael William 350 LEGGET DRIVE OTTAWA,Â A6Â K2K 2W7	Â	Â	Â See Remarks	Â

## Signatures

/s/ Michael William  
McCarthy

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).

- 8,250 stock options to purchase common shares ("Common Shares") of Mitel Networks Corporation (the "Company") were granted to
- (1) Mr. McCarthy on March 5, 2015. 515 options vested on June 5, 2015 and are scheduled to vest in approximately equal installments every three months thereafter until March 5, 2019.
  - (2) 7,500 stock options to purchase Common Shares of the Company were granted to Mr. McCarthy on April 3, 2014. 468 options vested on July 3, 2014 and are scheduled to vest in approximately equal installments every three months thereafter until April 3, 2018.
  - (3) 20,000 stock options to purchase Common Shares of the Company were granted to Mr. McCarthy on September 27, 2013. 1,250 options vested on December 27, 2013 and are scheduled to vest in equal installments every three months thereafter until September 27, 2017.
- Represents 6,500 Common Shares underlying 6,500 Restricted Stock Units ("RSUs") granted to Mr. McCarthy on March 4, 2016. These
- (4) RSUs will vest as follows: (i) 1,625 of the RSUs will vest on March 4, 2017; (ii) 1,625 of the RSUs will vest on March 4, 2018; (iii) 1,625 of the RSUs will vest on March 4, 2019; and (iv) 1,625 of the RSUs will vest on March 4, 2020.
- Represents 5,813 Common Shares underlying 5,813 RSUs granted to Mr. McCarthy on March 5, 2015. These RSUs will vest as follows:
- (5) (i) 1,937 of the RSUs will vest on March 5, 2017; (ii) 1,937 of the RSUs will vest on March 5, 2018; and (iii) 1,939 of the RSUs will vest on March 5, 2019.
- Represents 1,750 Common Shares underlying 1,750 RSUs granted to Mr. McCarthy on April 3, 2014. These RSUs will vest as follows:
- (6) (i) 875 of the RSUs will vest on March 1, 2017; and (ii) 875 of the RSUs will vest on December 15, 2017.

^

**Remarks:**

Mr. McCarthy's title is Vice President, Investor Relations.

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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