

McCarthy Michael William
Form 4
December 04, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCarthy Michael William

(Last) (First) (Middle)

350 LEGGET DRIVE

(Street)

OTTAWA, A6 K2K 2W7

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MITEL NETWORKS CORP [MITL]

3. Date of Earliest Transaction
(Month/Day/Year)

11/30/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|---|---|--------------------------------------|---|--|--|---|
| Common Shares ⁽¹⁾ ₍₂₎ | 11/30/2018 | | D | 8,968 | D \$ 11.15 | 0 | D |

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

**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
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SEC 1474
(9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|--|--|--------------------|---|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options (Common Shares) | \$ 5.91 | 11/30/2018 | | D | 20,000 | 09/27/2017 | 09/27/2020 | Common Shares | 20,000 |
| Options (Common Shares) | \$ 10.11 | 11/30/2018 | | D | 7,500 | 04/03/2018 | 04/03/2021 | Common Shares | 7,500 |
| Options (Common Shares) | \$ 9.7 | 11/30/2018 | | D | 7,218 | <u>(3)</u> | 03/05/2022 | Common Shares | 7,218 |
| Restricted Stock Units | \$ 0 | 11/30/2018 | | J | 1,939 | <u>(5)</u> | <u>(5)</u> | Common Shares | 1,939 |
| Restricted Stock Units | \$ 0 | 11/30/2018 | | J | 3,250 | <u>(6)</u> | <u>(6)</u> | Common Shares | 3,250 |
| Restricted Stock Units | \$ 0 | 11/30/2018 | | J | 11,250 | <u>(7)</u> | <u>(7)</u> | Common Shares | 11,250 |
| Restricted Stock Units | \$ 0 | 11/30/2018 | | J | 750 | <u>(8)</u> | <u>(8)</u> | Common Shares | 750 |
| Restricted Stock Units | \$ 0 | 11/30/2018 | | J | 25,000 | <u>(9)</u> | <u>(9)</u> | Common Shares | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| McCarthy Michael William 350 LEGGET DRIVE OTTAWA, A6 K2K 2W7 | | | | See Remarks |

Signatures

/s/ Michael William
McCarthy

12/04/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) On November 30, 2018 (the "Closing Date"), MLN AcquisitionCo ULC (the "Purchaser") acquired all of the outstanding common shares of Mitel Networks Corporation (the "Issuer") under a plan of arrangement under the Canada Business Corporations Act (the "Plan of Arrangement"), and Issuer became a wholly owned subsidiary of the Purchaser, an entity currently owned and controlled by funds affiliated with Searchlight Capital Partners, L.P., a private equity investment group.
- (2) Pursuant to the Plan of Arrangement, each common share was transferred to the Purchaser in exchange for the right to receive US\$11.15 in cash, without interest and less any applicable withholding taxes.
- (3) 8,250 options to purchase common shares (the "Options") were granted on March 5, 2015. 1,032 Options, which were unvested, were cancelled upon resignation of the reporting person. The remaining 7,218 Options, which were vested, were cancelled on November 30, 2018 in exchange for the right to receive an amount equal to the excess, if any, of US\$11.15 over the exercise price of such option, less any applicable withholding taxes, pursuant to the Plan of Arrangement.
- (4) Pursuant to the Plan of Arrangement, Options were cancelled in exchange for the right to receive an amount equal to the excess, if any, of US\$11.15 over the exercise price of such option, less any applicable withholding taxes
- (5) Represents 1,939 common shares underlying 1,939 restricted stock units (each an "RSU") granted on March 5, 2015.
- (6) Represents 3,250 common shares underlying 3,250 RSUs granted on March 4, 2016.
- (7) Represents 11,250 common shares underlying 11,250 RSUs granted on March 1, 2017.
- (8) Represents 750 common shares underlying 750 RSUs granted on April 7, 2017.
- (9) Represents 25,000 common shares underlying 25,000 RSUs granted on February 28, 2018.
- (10) The RSUs, which were unvested, were cancelled upon resignation of the reporting person.

Remarks:

Resigned as Vice President, Investor Relations on 11/27/2018

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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