

McHugh John P
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 *
McHugh John P

2. Issuer Name **and** Ticker or Trading
Symbol
MITEL NETWORKS CORP [MITL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
350 LEGGET DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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

OTTAWA, A6 K2K 2W7

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares ⁽¹⁾ ₍₂₎	11/30/2018		D		89,607	D	\$ 11.15
					0		

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

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information contained in this form are not
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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)	\$ 4.22	11/30/2018		D	11,008	06/26/2012	06/26/2019	Common Shares	11,008
Options (Common Shares)	\$ 2.61	11/30/2018		D	12,675	09/06/2012	09/06/2019	Common Shares	12,675
Options (Common Shares)	\$ 3.06	11/30/2018		D	11,713	12/06/2012	12/06/2019	Common Shares	11,713
Options (Common Shares)	\$ 3.94	11/30/2018		D	10,475	03/07/2013	03/07/2020	Common Shares	10,475
Options (Common Shares)	\$ 3.8	11/30/2018		D	10,475	07/01/2013	07/01/2020	Common Shares	10,475
Options (Common Shares)	\$ 4.64	11/30/2018		D	9,213	09/05/2013	09/05/2020	Common Shares	9,213
Options (Common Shares)	\$ 9.58	11/30/2018		D	6,356	12/12/2013	12/12/2020	Common Shares	6,356
Options (Common Shares)	\$ 8.79	11/30/2018		D	6,071	02/05/2014	02/05/2021	Common Shares	6,071
Options (Common Shares)	\$ 10.83	11/30/2018		D	6,215	05/20/2014	05/20/2021	Common Shares	6,215
Options (Common Shares)	\$ 9.96	11/30/2018		D	6,215	08/14/2014	08/14/2021	Common Shares	6,215
Options (Common Shares)	\$ 9.96	11/30/2018		D	6,508	11/13/2014	11/13/2021	Common Shares	6,508
Options	\$ 9.7	11/30/2018		D	1,964	03/05/2015	03/05/2022	Common	1,964

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(Common Shares)								Shares	
Options (Common Shares)	\$ 8.94	11/30/2018	D	2,316	05/14/2015	05/14/2022	Common Shares	2,316	
Options (Common Shares)	\$ 8.94	11/30/2018	D	10,000	12/31/2015	05/14/2022	Common Shares	10,000	
Options (Common Shares)	\$ 8.3	11/30/2018	D	2,493	08/12/2015	08/12/2022	Common Shares	2,493	
Options (Common Shares)	\$ 8.75	11/30/2018	D	2,364	11/11/2015	11/11/2022	Common Shares	2,364	
Options (Common Shares)	\$ 7.17	11/30/2018	D	10,000	03/04/2017	03/04/2023	Common Shares	10,000	
Options (Common Shares)	\$ 7.17	11/30/2018	D	2,897	03/04/2016	03/04/2023	Common Shares	2,897	
Options (Common Shares)	\$ 6.74	11/30/2018	D	3,114	05/26/2016	05/26/2023	Common Shares	3,114	
Options (Common Shares)	\$ 8.12	11/30/2018	D	2,592	08/10/2016	08/10/2023	Common Shares	2,592	
Options (Common Shares)	\$ 6.62	11/30/2018	D	3,565	11/09/2016	11/09/2023	Common Shares	3,565	
Options (Common Shares)	\$ 6.62	11/30/2018	D	3,541	03/01/2017	03/01/2024	Common Shares	3,541	
Restricted Stock Units	(4)	11/30/2018	D	14,500	12/31/2018	(4)	Common Shares	14,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McHugh John P 350 LEGGET DRIVE OTTAWA, A6 K2K 2W7	X			

Signatures

/s/ John P
McHugh

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) Pursuant to the Plan of Arrangement, options to purchase common shares (the "Options") were accelerated and all 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.
- (4) Represents 14,500 common shares underlying 14,500 restricted stock units. Pursuant to the Plan of Arrangement, each restricted share unit was cancelled in exchange for the right to receive US\$11.15 in cash, less any applicable withholding taxes.

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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