

OMB APPROVAL	
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McCarthy Michael William</u>			2. Issuer Name and Ticker or Trading Symbol <u>MITEL NETWORKS CORP [MITL]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ See Remarks		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2018</u>					
350 LEGGET DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)	(City)	(State) (Zip)						
OTTAWA	A6	K2K 2W7						

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		8,968	D	\$11.15	0	D	

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options (Common Shares)	\$5.91	11/30/2018		D			20,000	09/27/2017	09/27/2020	Common Shares	20,000	(4)	0	D	
Options (Common Shares)	\$10.11	11/30/2018		D			7,500	04/03/2018	04/03/2021	Common Shares	7,500	(4)	0	D	
Options (Common Shares)	\$9.7	11/30/2018		D			7,218	(3)	03/05/2022	Common Shares	7,218	(3)	0	D	
Restricted Stock Units	\$0.00	11/30/2018		J			1,939	(5)	(5)	Common Shares	1,939	(10)	0	D	
Restricted Stock Units	\$0.00	11/30/2018		J			3,250	(6)	(6)	Common Shares	3,250	(10)	0	D	
Restricted Stock Units	\$0.00	11/30/2018		J			11,250	(7)	(7)	Common Shares	11,250	(10)	0	D	
Restricted Stock Units	\$0.00	11/30/2018		J			750	(8)	(8)	Common Shares	750	(10)	0	D	
Restricted Stock Units	\$0.00	11/30/2018		J			25,000	(9)	(9)	Common Shares	25,000	(10)	0	D	

Explanation of Responses:

- 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.
- 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

/s/ Michael William McCarthy 12/04/2018

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.