

MITEL NETWORKS CORP

Reported by
MATTHEWS TERENCE H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/08/17 for the Period Ending 12/06/17

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SIC Code 3663 - Radio and Television Broadcasting and Communications Equipment
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Sector Technology
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FORM 4

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

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 OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
MATTHEWS TERENCE H		MITEL NETWORKS CORP [MITL]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman of the Board	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
390 MARCH ROAD, SUITE 110, OTTAWA,		12/6/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
K2K 0G7 A6				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/6/2017		D		500000	D	\$7.2118 (1)	3266690	I	Wesley Clover International Corporation (2)(3)
Common Shares	12/7/2017		D		400000	D	\$7.1631 (4)	2866690	I	Wesley Clover International Corporation (2)(3)
Common Shares	12/7/2017		D		50000	D	\$7.2021 (5)	2816690	I	Wesley Clover International Corporation (2)(3)
Common Shares	12/7/2017		D		50000	D	\$7.24 (6)	2766690	I	Wesley Clover International Corporation (2)(3)
Common Shares								44584	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- 500,000 shares sold on 2017-12-06 were sold at Cdn\$9.20 converted to US\$7.2118 using the noon exchange rate of The Bank of Canada
- Dr. Matthews owns 100% of the outstanding voting shares of 4293711 Canada Inc. ("4293711 Canada") which in turn owns 99.9% of the outstanding voting shares of Wesley Clover International Corporation ("WCIC") (the remaining 0.01% of the outstanding voting shares of WCIC are owned by the Matthews Family Trust, of which Dr. Matthews is one of three trustees).
- Pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of Dr. Matthews and 4293711 Canada may be deemed the beneficial owner of all of the common shares (the "Common Shares") of Mitel Networks Corporation (the "Company") beneficially owned by WCIC. The filing of this Form 4 shall not be construed as an admission that the Reporting Persons share beneficial ownership of these shares, and the Reporting Persons expressly disclaim such beneficial ownership except to the extent of any pecuniary interest therein.
- 400,000 shares sold on 2017-12-07 were sold at Cdn\$9.20 converted to US\$7.1631 using the noon exchange rate of The Bank of Canada
- 50,000 shares sold on 2017-12-07 were sold at Cdn\$9.25 converted to US\$7.2021 using the noon exchange rate of The Bank of Canada

(6) 50,000 shares sold on 2017-12-07 were sold at Cdn\$9.299 converted to US\$7.24 using the noon exchange rate of The Bank of Canada

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHEWS TERENCE H 390 MARCH ROAD, SUITE 110 OTTAWA, K2K 0G7 A6	X		Chairman of the Board	

Signatures

/s/ Terence H. Matthews

12/8/2017

** 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 control number.