

MITEL NETWORKS CORP  
Form 8-K  
May 15, 2015

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):**

**May 15, 2015**

**MITEL NETWORKS CORPORATION**  
**(Exact Name of Registrant as Specified in its Charter)**

|   |  |  |
|---|--|--|
| <b>Canada</b><br><b>(State or Other</b> | <b>001-34699</b><br><b>(Commission</b> | <b>98-0621254</b><br><b>(I.R.S. Employer</b> |
| <b>Jurisdiction of Incorporation)</b>   | <b>File Number)</b>                    | <b>Identification No.)</b>                   |

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**350 Legget Drive**

**Ottawa, Ontario K2K 2W7**

**(Address of Principal Executive Offices) (Zip Code)**

**(613) 592-2122**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 14, 2015, Mitel Network Corporation (the Company) held its Annual Meeting of shareholders (the Meeting). As of the April 9, 2015 record date for the determination of the shareholders entitled to notice of, and to vote at, the Meeting, 100,210,537 of the Company's common shares were outstanding and eligible to vote. A total of 88,460,120 shares were voted in person or by proxy at the Meeting. The results of the matters voted on by shareholders at the Meeting are as follows:

|   | Number of Common Shares |                                   |                  | Percentage of Votes Cast |                                   |
|---|-------------------------|-----------------------------------|------------------|--------------------------|-----------------------------------|
|   | Voted For <sup>1</sup>  | Withheld from Voting <sup>1</sup> | Broker Non-Votes | Voted For <sup>1</sup>   | Withheld from Voting <sup>1</sup> |
| <b>1. Election of Directors Elected</b>   |                         |                                   |                  |                          |                                   |
| Each of the directors listed as nominees in the management proxy circular dated March 31, 2015 were elected directors of the Company until the next annual meeting. |                         |                                   |                  |                          |                                   |
| Dr. Terence H. Matthews   | 58,550,059              | 25,405,289                        | 4,504,772        | 69.74%                   | 30.26%                            |
| Richard D. McBee  | 69,445,419              | 14,509,929                        | 4,504,772        | 82.72%                   | 17.28%                            |
| Benjamin H. Ball  | 63,765,164              | 20,190,184                        | 4,504,772        | 75.95%                   | 24.05%                            |
| Peter D. Charbonneau  | 81,382,146              | 2,573,203                         | 4,504,771        | 96.94%                   | 3.06%                             |
| Andrew J. Kowal   | 56,714,590              | 27,240,758                        | 4,504,772        | 67.55%                   | 32.45%                            |
| John P. McHugh  | 81,366,856              | 2,588,493                         | 4,504,771        | 96.92%                   | 3.08%                             |
| Sudhakar Ramakrishna  | 83,681,396              | 273,953                           | 4,504,771        | 99.67%                   | 0.33%                             |
| David M. Williams   | 81,383,536              | 2,571,813                         | 4,504,771        | 96.94%                   | 3.06%                             |
| <b>2. Appointment of Auditors Passed</b>  |                         |                                   |                  |                          |                                   |
| Deloitte LLP was appointed auditor of the Company.  | 88,216,001              | 244,119                           | 0                | 99.72%                   | 0.28%                             |

<sup>1</sup> As the vote for each motion was taken by a show of hands, the number of votes disclosed reflects only those proxies received by management in advance of the Meeting.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**99.1** Press Release dated May 15, 2015

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 15, 2015

**MITEL NETWORKS CORPORATION**

By: /s/ Greg Hiscock

Name: Greg Hiscock

Title: General Counsel and Corporate  
Secretary