

MITEL NETWORKS CORP  
Form 8-K  
September 10, 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): September 9, 2015**

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

**Canada**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-34699**  
**(Commission**  
**File Number)**  
**350 Legget Drive**

**98-0621254**  
**(I.R.S. Employer**  
**Identification No.)**

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**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))

This report on Form 8-K shall be deemed to be incorporated by reference in Mitel Networks Corporation's registration statement on Form S-3 (File No. 333-206763) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

**Item 5.02 (a) Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

Effective September 9, 2015, Mr. Andrew Kowal resigned from the Board of Directors (the Board) of Mitel Networks Corporation (the Registrant). Mr. Kowal, one of two director nominees of Francisco Partners II (Cayman), L.P. and certain of its affiliates (the Francisco Partners Group) to the Registrant's Board, is resigning from the Board in order to devote more time to the expanded number of boards that he now serves on as a representative of the Francisco Partners Group. Mr. Kowal's resignation is not due to any disagreement or other reasons requiring further disclosure under paragraph (a)(1) of Item 5.02 of Form 8-K. In accordance with Item 5.02(a)(3) of Form 8-K, the Registrant provided Mr. Kowal with a copy of this Form 8-K prior to filing it with the Securities & Exchange Commission, and the Registrant understands that Mr. Kowal agrees with the reasons stated for his resignation. Mr. Kowal had been serving on the Nominating and Corporate Governance Committee of the Board at the time that his resignation was announced. Benjamin Ball, the second director nominee of the Francisco Partners Group to the Registrant's Board, continues to serve on the Board and will remain Chair of the Compensation Committee and a member of the Nominating and Corporate Governance Committee.

**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: September 9, 2015

**MITEL NETWORKS CORPORATION**

By: /s/ Greg Hiscock  
Name: Greg Hiscock  
Title: General Counsel & Corporate  
Secretary