

MITEL NETWORKS CORP  
Form S-8 POS  
November 30, 2018

**As filed with the Securities and Exchange Commission on November 30, 2018**

**Registration No. 333-218850**

**Registration No. 333-204122**

**Registration No. 333-196665**

**Registration No. 333-189572**

**Registration No. 333-182256**

**Registration No. 333-176768**

**Registration No. 333-173617**

**Registration No. 333-147625**

**Registration No. 333-132229**

**Registration No. 333-120816**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT**

**NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-218850**

**NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-204122**

**NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-196665**

**NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-189572**

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**NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-182256**

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**NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-147625**

**NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-132229**

**NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-120816**

*UNDER*

*THE SECURITIES ACT OF 1933*

**MITEL NETWORKS CORPORATION**

**(Exact name of registrant as specified in its charter)**

**CANADA**  
**(State or other jurisdiction of**  
**incorporation or organization)**

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

**350 Legget Drive,**  
**Ottawa, Ontario**  
**Canada K2K 2W7**  
**(613) 592-2122**

**(Address of principal executive offices, including zip code)**

**MITEL NETWORKS CORPORATION 2017 OMNIBUS INCENTIVE PLAN**

**AMENDED AND RESTATED 2005 STOCK PLAN**

**AMENDED AND RESTATED 2013 EQUITY INCENTIVE PLAN OF MAVENIR SYSTEMS, INC.**

**MITEL NETWORKS CORPORATION 2014 EQUITY INCENTIVE PLAN**

**MITEL NETWORKS CORPORATION 2006 EQUITY INCENTIVE PLAN, AS AMENDED**

**INDUCEMENT OPTION GRANT OUTSIDE OF A PLAN**

**MITEL NETWORKS CORPORATION 2007 U.S. EMPLOYEE STOCK PURCHASE PLAN**

**MITEL NETWORKS CORPORATION EMPLOYEE STOCK OPTION PLAN**

**MITEL NETWORKS CORPORATION 2004 U.S. EMPLOYEE STOCK PURCHASE PLAN**

**(Full title of the plans)**

**Mitel (Delaware), Inc.**

**7300 W. Boston Street**

**Chandler, Arizona 85226**

**Attention: Greg Hiscock, Esq.**

**(Name and address of agent for service)**

**(480) 961-9000**

**(Telephone number, including area code, of agent for service)**

*Copies to:*

**Adam M. Givertz**

**Gregory Hiscock**

**Paul, Weiss, Rifkind, Wharton & Garrison LLP**

**Mitel Networks Corporation**

**77 King Street West, Suite 3100**

**350 Legget Drive,**

**Toronto, Ontario**

**Ottawa, Ontario**

**Canada, M5K 1J3**

**Canada, K2K 2W7**

**(416) 504-0520**

**(613) 592-2122**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## DEREGISTRATION OF SECURITIES

These post-effective amendments relate to the following registration statements on Form S-8 (collectively, the Registration Statements ) filed by Mitel Networks Corporation, a corporation organized under the laws of Canada ( Mitel ) with the Securities and Exchange Commission (the SEC ):

File No. 333-218850, filed with the SEC on June 20, 2017, registering 9,000,000 common shares of Mitel, without nominal or par value ( Common Shares ), reserved for issuance under the Mitel Networks Corporation 2017 Omnibus Incentive Plan;

File No. 333-204122, filed with the SEC on May 13, 2015, registering 2,505,281 Common Shares reserved for issuance under the Amended and Restated 2005 Stock Plan and the Amended and Restated 2013 Equity Incentive Plan of Mavenir Systems, Inc.;

File No. 333-196665, filed with the SEC on June 11, 2014, registering 8,900,000 Common Shares reserved for issuance under the Mitel Networks Corporation 2014 Equity Incentive Plan;

File No. 333-189572, filed with the SEC on June 25, 2013, registering 1,610,175 Common Shares reserved for issuance under the Mitel Networks Corporation 2006 Equity Incentive Plan, as amended (the 2006 Equity Incentive Plan );

File No. 333-182256, filed with the SEC on June 21, 2012, registering 1,607,996 Common Shares reserved for issuance under the 2006 Equity Incentive Plan;

File No. 333-176768, filed with the SEC on September 9, 2011, registering 1,588,298 Common Shares reserved for issuance under the 2006 Equity Incentive Plan;

File No. 333-173617, filed with the SEC on April 20, 2011, registering 5,171,580 Common Shares reserved for issuance under the 2006 Equity Incentive Plan and 515,175 Common Shares issuable pursuant to the inducement grant made to Richard McBee on January 19, 2011 in connection with his entering into employment with Mitel;

File No. 333-147625, filed with the SEC on November 26, 2007, registering 15,000,000 Common Shares reserved for issuance under the Mitel Networks Corporation 2007 U.S. Employee Stock Purchase Plan;

File No. 333-132229, filed with the SEC on March 6, 2006, registering 25,000,000 Common Shares reserved for issuance under the Mitel Networks Corporation Employee Stock Option Plan; and

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File No. 333-120816, filed with the SEC on November 29, 2004, registering 2,000,000 Common Shares reserved for issuance under the Mitel Networks Corporation 2004 U.S. Employee Stock Purchase Plan.

On November 30, 2018, pursuant to that certain Arrangement Agreement (the Arrangement Agreement ), dated as of April 23, 2018, by and among Mitel, MLN AcquisitionCo ULC, a British Columbia unlimited liability company ( Purchaser ), and MLN TopCo Ltd., a Cayman Islands exempted company ( Parent ), to effect, among other things, the acquisition by Purchaser of all of Mitel s outstanding Common Shares under a plan of arrangement under the Canada Business Corporations Act, Mitel became a wholly owned subsidiary of Purchaser, an entity indirectly owned and controlled by funds advised by Searchlight Capital Partners, L.P.

As a result of the completion of the transactions contemplated by the Arrangement Agreement, Mitel has terminated all offerings of securities pursuant to the Registration Statements. Accordingly, Mitel hereby terminates the effectiveness of the Registration statements and, in accordance with an undertaking made by Mitel in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, Mitel hereby removes from registration any and all of such securities that had been registered for issuance but remain unsold under the Registration Statements as of the date hereof, if any. The Registration Statements are hereby amended to reflect the deregistration of such securities.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused the post-effective amendments to the Registration Statements described above to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ottawa, Province of Ontario, Country of Canada, on November 30, 2018.

**MITEL NETWORKS CORPORATION**

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

Note: No other person is required to sign the post-effective amendments to the Registration Statements in reliance upon Rule 478 under the Securities Act of 1933, as amended.