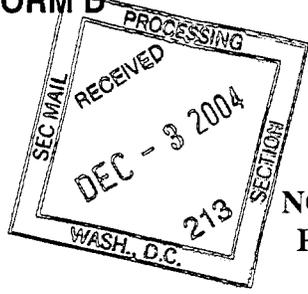


FORM D



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

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Barcode with OMB control number 04051106 and response time 16.00 hours.

Table with columns: SEC USE ONLY, Prefix, Serial, DATE RECEIVED.

Name of Offering () check if this is an amendment and name has changed, and indicate change.) Mitel Networks Corporation

1170534

Filing Under (Check box(es) that apply): Rule 504 Rule 505 X Rule 506 Section 4(6) ULOE Type of Filing: X New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

PROCESSED

Name of Issuer () check if this is an amendment and name has changed, and indicate change.) Mitel Networks Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 350 Legget Drive, Ottawa, Ontario Canada K2K 2W7 (613)592-2122 DEC 10 2004

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) THOMSON FINANCIAL

Brief Description of Business: The production and sale of worldwide communications systems.

Type of Business Organization

- X corporation limited partnership, already formed other (please specify): business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year 0 1 0 1 X Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) CN

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Manager

Full Name (Last name first, if individual)

Matthews, Dr. Terence H.

Business or Residence Address (Number and Street, City, State, Zip Code)

3 Oakeswood Lane, Kanata, Ontario, CANADA K2K 2B3

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner

Full Name (Last name first, if individual)

Smith, Donald W.

Business or Residence Address (Number and Street, City, State, Zip Code)

20 Carr Cr., Kanata, Ontario, CANADA K2K 1K4

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner

Full Name (Last name first, if individual)

Butcher, Paul A.N.

Business or Residence Address (Number and Street, City, State, Zip Code)

5619 Watterson Street, Manotick, Ontario, CANADA K4M 1C6

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner

Full Name (Last name first, if individual)

Charbonneau, Peter D.

Business or Residence Address (Number and Street, City, State, Zip Code)

1301 Agincourt Rd., Ottawa, Ontario, CANADA K2C 2J3

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Partner

Full Name (Last name first, if individual)

Mandv, Kirk

Business or Residence Address (Number and Street, City, State, Zip Code)

234 Old Quarry Road, RR # 2, Woodlawn, Ontario, CANADA K0A 3M0

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Partner

Full Name (Last name first, if individual)

Rowe-Beddoe, Sir David

Business or Residence Address (Number and Street, City, State, Zip Code)

46 Egerton Gardens, London, United Kingdom SW3 2BZ

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Partner

Full Name (Last name first, if individual)

Palter, Gilbert S.

Business or Residence Address (Number and Street, City, State, Zip Code)

42 Barrydale Crescent, Don Mills, Ontario CANADA M3B 3E2

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Partner

Full Name (Last name first, if individual)

Stewart, Guthrie

Business or Residence Address (Number and Street, City, State, Zip Code)

609 Belmont Ave., Montreal, Quebec CANADA H3Y 2W1

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Partner

Full Name (Last name first, if individual)

Spooner, Steve

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Forestgrove Drive, Stittsville, Ontario CANADA K2S 1G3

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Partner

Full Name (Last name first, if individual)

EdgeStone Capital Equity Fund II Nominee

Business or Residence Address (Number and Street, City, State, Zip Code)

500-1010 Sherbrooke Ouest, Montreal, Quebec CANADA MH3A 2R7

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... **\$ none**
3. Does the offering permit joint ownership of a single unit?..... Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **Not applicable.**

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$	\$
Equity.....	\$ 8,000,000	\$ 113,946*
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$	\$
Partnership Interests.....	\$	\$
Other (Specify _____).....	\$	\$
Total.....	\$ 8,000,000	\$ 113,946*

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>2</u>	\$ 113,946*
Non-accredited Investors.....	-	\$
Total (for filings under Rule 504 only).....	_____	_____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	_____
Regulation A.....	_____	_____
Rule 504.....	_____	_____
Total.....	_____	_____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$
Printing and Engraving Costs.....	<input type="checkbox"/>	\$
Legal Fees.....	<input type="checkbox"/>	\$
Accounting Fees.....	<input type="checkbox"/>	\$
Engineering Fees.....	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$
Other Expenses (identify).....	<input type="checkbox"/>	\$
Total.....	<input checked="" type="checkbox"/>	\$ **

* At an exchange rate of 1 USD = 0.844041 Cdn D on 11/29/04.

** The expenses for this financing have been allocated to the non-US portion of the offering.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." **\$ 8,000,000**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$	<input type="checkbox"/>
Purchase of real estate.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Other (specify): <u>Working capital and general corporate purposes</u>	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 8,000,000
<hr/>		
Column Totals.....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 8,000,000
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/>	\$ 8,000,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Mitel Networks Corporation	Signature <i>S. Felskie</i>	Date <i>NOV 30, 2004</i>
Name of Signer (Print or Type) <i>Sandra Felskie</i>	Assistant Corporate Secretary	