

BOINGO WIRELESS INC

Form 4

March 03, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hagan David

(Last) (First) (Middle)

C/O BOINGO WIRELESS,
INC., 10960 WILSHIRE BLVD.
23RD FLOOR

(Street)

LOS ANGELES, CA 90024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BOINGO WIRELESS INC [WIFI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1) or (D) Price		
Common Stock	03/01/2017		M		69,454 (1) A \$ 0	561,100	D
Common Stock	03/01/2017		F		28,880 (2) D \$ 11.51	532,220	D
Common Stock	03/01/2017		M		27,367 (3) A \$ 0	559,587	D
Common Stock	03/01/2017		F		11,380 (2) D \$ 11.51	548,207	D
Common Stock	03/03/2017		M		55,780 A \$ 1.4	603,987	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(4)	03/01/2017		M	69,454	(5) (5)	Common Stock 69,45
Performance Restricted Stock Units	(4)	03/01/2017		M	27,367	(6) (6)	Common Stock 27,36
Employee Stock Option (Right to Buy)	\$ 1.4	03/03/2017		M	55,780	(7) 03/07/2017	Common Stock 55,78

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hagan David C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. 23RD FLOOR LOS ANGELES, CA 90024	X Chief Executive Officer

Signatures

/s/ Efren Medina as Attorney-in-Fact for David
Hagan

03/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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- (1) The shares acquired represent the vesting and automatic settlement of 69,454 of reporting person's restricted stock units on March 1, 2017
- (2) Represents shares withheld in connection with the payment of taxes due on vesting of restricted shares.
- (3) The shares acquired represent the vesting and automatic settlement of 27,367 of reporting person's restricted stock units on March 1, 2017
- (4) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock

On March 3, 2014, the Reporting Person was granted 208,362 restricted stock units, originally scheduled to vest in a series of twelve successive equal quarterly installments beginning on March 1, 2014, so that the restricted stock units would become fully vested on

- (5) March 1, 2017. Effective February 1, 2016, the Reporting Person entered an agreement with the Issuer to extend the vesting that applies to such restricted stock units so that portions of such restricted stock units originally scheduled to vest in quarterly installments between June 2016 and March 2017 will instead "cliff vest" on March 1, 2017.

Following determination of achievement of 2014 performance goals, the Reporting Person received 82,101 performance restricted stock units, originally scheduled to vest with respect to 1/3 of such units on March 1, 2015, and with respect to the balance in a series of eight successive equal quarterly installments thereafter, so that the performance restricted stock units would become fully vested on March 1,

- (6) 2017. Effective February 1, 2016, the Reporting Person entered an agreement with the Issuer to extend the vesting that applies to such performance restricted stock units so that portions of such performance restricted stock units originally scheduled to vest in quarterly installments between June 2016 and March 2017 will instead "cliff vest" on March 1, 2017.

Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 3/8/08; and with

- (7) respect to an additional 1/36th of the remaining shares subject to this option each month thereafter; as of the transaction date this option is fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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