

Tracey Tom  
Form 4  
March 05, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tracey Tom

(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)  
03/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Senior VP of Operations

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/01/2018		M	2,891 (1)	\$ 0	49,818	D
Common Stock	03/01/2018		F	999 (2)	\$ 26.06	48,819	D
Common Stock	03/01/2018		M	1,443 (3)	\$ 0	50,262	D
Common Stock	03/01/2018		F	498 (2)	\$ 26.06	49,764	D
Common Stock	03/02/2018		S	10,000	\$ 25.86	39,764	D

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Common Stock	03/02/2018	M	15,000	A	\$ 13.5	54,764	D
Common Stock	03/02/2018	S	15,000	D	\$ 25.87	39,764	D
Common Stock	03/05/2018	M	15,000	A	\$ 13.5	54,764	D
Common Stock	03/05/2018	S	15,000	D	\$ 25.79	39,764	D
Common Stock	03/05/2018	S	10,000	D	\$ 25.82	29,764	D

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)	03/01/2018		M	2,891	(5) (5)	Common Stock 2,891
Performance Restricted Stock Units	(4)	03/01/2018		M	1,443	(6) (6)	Common Stock 1,443
Employee Stock Option (Right to Buy)	\$ 13.5	03/02/2018		M	15,000	(7) 05/03/2021	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 13.5	03/05/2018		M	15,000	(7) 05/03/2021	Common Stock 15,000

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tracey Tom C/O BOINGO WIRELESS INC. 10960 WILSHIRE BLVD. 23RD FLOOR LOS ANGELES, CA 90024			Senior VP of Operations	

# Signatures

/s/ Efren Medina as Attorney-in-Fact for Tom

Tracey

03/05/2018

\_\_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).

- (1) The shares acquired represent the vesting and automatic settlement of 2891 of the Reporting Person's restricted stock units on March 1, 2018.
- (2) Represents shares withheld in connection with the payment of withholding taxes due upon vesting and settlement of restricted stock units.
- (3) The shares acquired represent the vesting and automatic settlement of 1443 of the Reporting Person's performance restricted stock units on March 1, 2018.
- (4) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.  
On February 27, 2015, the Reporting Person was granted 34695 restricted stock units, vesting in a series of twelve successive equal quarterly installments beginning on March 1, 2015, so that the restricted stock units will become fully vested on March 1, 2018. The restricted stock units are settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.
- (5) Following determination of achievement of 2015 performance goals, the Reporting Person received 17320 performance restricted stock units, vesting with respect to 1/3 of such units on March 3, 2016, and with respect to the balance in a series of eight successive equal quarterly installments thereafter, so that the performance restricted stock units will become fully vested on March 3, 2018.
- (6) Subject to continuous service, the option is exercisable with respect to 1/4th of the shares subject to this option on 5/3/12 and with 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.
- (7)

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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