Peterson Derek Form 4 February 05, 2018

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Peterson Derek

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

BOINGO WIRELESS INC [WIFI]

(Check all applicable)

(Month/Day/Year) 02/01/2018

Director X_ Officer (give title below)

10% Owner Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Chief Technology Officer

23RD FLOOR (Street)

INC., 10960 WILSHIRE BLVD.

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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C/O BOINGO WIRELESS

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, it any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/01/2018		M	1,046 (1)	A	\$0	40,446	D	
Common Stock	02/01/2018		F	427 (2)	D	\$ 24.11	40,019	D	
Common Stock	02/01/2018		M	2,778 (3)	A	\$ 0	42,797	D	
Common Stock	02/01/2018		F	1,134 (2)	D	\$ 24.11	41,663	D	

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	<u>(4)</u>	02/01/2018		A	6,342		<u>(5)</u>	<u>(5)</u>	Common Stock	6,342
Restricted Stock Units	<u>(4)</u>	02/01/2018		M		1,046	<u>(6)</u>	<u>(6)</u>	Common Stock	1,046
Restricted Stock Units	<u>(4)</u>	02/01/2018		M		2,778	<u>(7)</u>	<u>(7)</u>	Common Stock	2,778

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Peterson Derek

C/O BOINGO WIRELESS INC. 10960 WILSHIRE BLVD. 23RD FLOOR LOS ANGELES, CA 90024

Chief Technology Officer

Signatures

/s/ Efren Medina as Attorney-in-Fact for Derek Peterson

02/05/2018

**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 1046 of Reporting Person's stock units on February 1, 2018.

Reporting Owners 2

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- (2) Represents shares withheld in connection with the payment of taxes due of vesting of restricted shares.
- (3) The shares acquired represent the vesting and automatic settlement of 2778 of Reporting Person's stock units on February 1, 2018.
- (4) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- The restricted stock units will vest in a series of twelve successive quarterly installments beginning on February 1, 2018, so that the (5) restricted stock units will become fully vested on February 1, 2021. The restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.
- The restricted stock units will vest in twelve successive equal quarterly installments beginning on February 1, 2017, so that the restricted (6) stock units will become fully vested on February 1, 2020. The restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.
- The restricted stock units will vest in a series of twelve successive quarterly installments beginning on February 1, 2016, so that the restricted stock units will become fully vested on February 1, 2019. The restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.