

Callahan Dawn
Form 4
February 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
Callahan Dawn

(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)
02/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Marketing 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 (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	02/01/2018		M	1,046 ⁽¹⁾ A \$ 0	4,154	D	
Common Stock	02/01/2018		F	568 ⁽²⁾ D \$ 24.11	3,586	D	
Common Stock	02/01/2018		M	2,778 ⁽³⁾ A \$ 0	6,364	D	
Common Stock	02/01/2018		F	1,510 ⁽²⁾ D \$ 24.11	4,854	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)	8. Amount or Number of Shares
Restricted Stock Units	(4)	02/01/2018		A	6,342	(5) (5)	Common Stock	6,342
Restricted Stock Units	(4)	02/01/2018		M	1,046	(6) (6)	Common Stock	1,046
Restricted Stock Units	(4)	02/01/2018		M	2,778	(7) (7)	Common Stock	2,778

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chief Marketing Officer

Signatures

/s/ Efren Medina as Attorney-in-Fact for Dawn
Callahan

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.

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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.

(5) The restricted stock units will vest in twelve successive equal quarterly installments beginning on February 1, 2018, so that the 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.

(6) The restricted stock units will vest in twelve successive equal quarterly installments beginning on February 1, 2017, so that the restricted 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.

(7) 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.

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