Callahan Dawn Form 4 February 05, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

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obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * Callahan Dawn

(First)

(Middle)

C/O BOINGO WIRELESS INC., 10960 WILSHIRE BLVD.

23RD FLOOR

(Street)

LOS ANGELES, CA 90024

2. Issuer Name and Ticker or Trading Symbol

BOINGO WIRELESS INC [WIFI]

3. Date of Earliest Transaction (Month/Day/Year) 02/01/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Marketing Officer

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

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				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	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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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. Transaction Code (Instr. 8)	5. Numb orDerivati Securition Acquire Dispose (Instr. 3,	ve es d (A) or d of (D)	6. Date Exercisable a 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>	(5)	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

Director 10% Owner Officer Other

Callahan Dawn

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

Chief Marketing Officer

LOS ANGELES, CA 90024 **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.

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 twelve successive equal quarterly installments beginning on February 1, 2018, so that the restricted (5) 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.