

BOINGO WIRELESS INC  
Form 4  
December 02, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
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)  
12/01/2016

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/01/2016		M	(1)	2,894	A	\$ 0 7,737	D
Common Stock	12/01/2016		F	(2)	1,087	D	\$ 12 6,650	D
Common Stock	12/01/2016		M	(3)	3,615	A	\$ 0 10,265	D
Common Stock	12/01/2016		F	(2)	1,358	D	\$ 12 8,907	D
Common Stock	12/01/2016		M	(4)	1,140	A	\$ 0 10,047	D

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Common Stock	12/01/2016	F	428 <sup>(2)</sup>	D	\$ 12	9,619	D
Common Stock	12/01/2016	M	1,804 <sup>(5)</sup>	A	\$ 0	11,423	D
Common Stock	12/01/2016	F	677 <sup>(2)</sup>	D	\$ 12	10,746	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. 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	<u>(6)</u>	12/01/2016		M	2,894	<u>(7)</u> <u>(7)</u>	Common Stock	2,894
Restricted Stock Units	<u>(6)</u>	12/01/2016		M	3,615	<u>(8)</u> <u>(8)</u>	Common Stock	3,615
Performance Restricted Stock Units	<u>(6)</u>	12/01/2016		M	1,140	<u>(9)</u> <u>(9)</u>	Common Stock	1,140
Performance Restricted Stock Units	<u>(6)</u>	12/01/2016		M	1,804	<u>(10)</u> <u>(10)</u>	Common Stock	1,804

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Callahan Dawn C/O BOINGO WIRELESS INC.			Chief Marketing Officer	

10960 WILSHIRE BLVD. 23RD FLOOR  
LOS ANGELES, CA 90024

## Signatures

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

12/02/2016

\*\*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 2894 of the Reporting Person's restricted stock units on December 1, 2016.
  - (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 3615 of the Reporting Person's restricted stock units on December 1, 2016.
  - (4) The shares acquired represent the vesting and automatic settlement of 1140 of the Reporting Person's performance restricted stock units on December 1, 2016.
  - (5) The shares acquired represent the vesting and automatic settlement of 1804 of the Reporting Person's performance restricted stock units on December 1, 2016.
  - (6) 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 34,727 restricted stock units, vesting in a series of twelve successive equal quarterly installments beginning on March 1, 2014, so that the restricted stock units will become fully vested on March 1, 2017. The restricted stock units are settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.
  - (8) On February 27, 2015, the Reporting Person was granted 43,369 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.
  - (9) Following determination of achievement of 2014 performance goals, the Reporting Person received 13683 performance restricted stock units, vesting 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 will become fully vested on March 1, 2017
  - (10) Following determination of achievement of 2015 performance goals, the Reporting Person received 21650 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

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.