

BOINGO WIRELESS INC

Reported by
PETERSON DEREK

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/03/17 for the Period Ending 02/01/17

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|-------------|---|
| Address | 10960 WILSHIRE BLVD., 23RD FLOOR LOS ANGELES, CA 90024 |
| Telephone | 310-586-5180 |
| CIK | 0001169988 |
| Symbol | WIFI |
| SIC Code | 4899 - Communications Services, Not Elsewhere Classified |
| Industry | Wireless Telecommunications Services |
| Sector | Telecommunication Services |
| Fiscal Year | 12/31 |

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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person * Peterson Derek (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 (MM/DD/YYYY) <p align="center">2/1/2017</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner ___ X ___ Officer (give title below) ___ Other (specify below) Chief Technology Officer 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 2/1/2017 | | M | | 2779 <u>(1)</u> | A | \$0 | 46686 | D | |
| Common Stock | 2/1/2017 | | F | | 1216 <u>(2)</u> | D | \$11.82 | 45470 | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | <u>(3)</u> | 2/1/2017 | | A | | 12558 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 12558 | \$0 | 12558 | D | |
| Restricted Stock Units | <u>(3)</u> | 2/1/2017 | | M | | 2779 | | <u>(5)</u> | <u>(5)</u> | Common Stock | 2779 | \$0 | 22229 | D | |

Explanation of Responses:

- (1) The shares acquired represent the vesting and automatic settlement of 2779 of Reporting Person's stock units on February 1, 2017.
- (2) Represents shares withheld in connection with the payment of taxes due of restricted shares.
- (3) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- (4) 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.
- (5) 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.

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

2/3/2017

** Signature of Reporting Person

Date

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

* 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).

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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