

# **BOINGO WIRELESS INC**

Reported by  
**BOESENBERG CHARLES**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/12/17 for the Period Ending 06/08/17

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  
OMB Number: 3235-0287  
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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>BOESENBERG CHARLES</b>  (Last) (First) (Middle)  <b>C/O BOINGO WIRELESS INC., 10960 WILSHIRE BLVD 23RD FL</b>  (Street)  <b>LOS ANGELES, CA 90024</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>BOINGO WIRELESS INC [ WIFI ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/8/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	6/9/2017		M		23250 (1)	A	\$0	112273	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	(2)	6/9/2017		M		23250		(3)	(3)	Common Stock	23250	\$0	0	D	
Restricted Stock Units	(2)	6/8/2017		A		11104		(4)	(4)	Common Stock	11104	\$0	11104	D	

**Explanation of Responses:**

- (1) The shares acquired represent the vesting and automatic settlement of 23250 of the Reporting Person's restricted stock units on June 9, 2017
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock
- (3) Subject to continuing service, such RSUs shall vest in full upon the earliest of (i) June 13, 2017, (ii) a change in control of the Company, or (iii) the day immediately prior to the Company's first regular meeting of stockholders that occurs in 2017
- (4) Subject to continuing service, such RSUs shall vest in full upon the earliest of (i) June 8, 2018, (ii) a change in control of the Company, or (iii) the day immediately prior to the Company's first regular meeting of stockholders that occurs in 2018

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BOESENBERG CHARLES C/O BOINGO WIRELESS INC. 10960 WILSHIRE BLVD 23RD FL LOS ANGELES, CA 90024</b>	X			

**Signatures**

/s/ Efren Medina as Attorney-in-Fact for Charles Boesenberg

6/12/2017

\*\*Signature of Reporting Person

Date

\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.