

BOINGO WIRELESS INC

Reported by
ROSENZWEIG LANCE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/13/17 for the Period Ending 07/11/17

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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 - Rosenzweig Lance (Last) (First) (Middle) | | 2. Issuer Name and Ticker or Trading Symbol BOINGO WIRELESS INC [WIFI] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below) | |
| C/O BOINGO WIRELESS INC., 10960 WILSHIRE BLVD STE 2300 (Street) | | 3. Date of Earliest Transaction (MM/DD/YYYY) 7/11/2017 | | | |
| LOS ANGELES, CA 90024 (City) (State) (Zip) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 7/11/2017 | | M | | 8038 | (1) | A | \$0 | 52404 | 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) | 7/11/2017 | | D | | 8038 | | (3) | (3) | Common Stock | 8038 | \$0 | 8039 | D | |

Explanation of Responses:

- The shares acquired represent the vesting and automatic settlement of 8,038 of Reporting Person's restricted stock units on July 11, 2017.
- Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- Subject to continuous service, these Restricted Stock Units shall vest 25% per year over a four-year period commencing on July 11, 2014, provided however, that subject to continuous service, these Restricted Stock Units shall vest upon the earlier of (i) a change in control of Boingo Wireless, Inc.; or (ii) the day immediately prior to Boingo Wireless, Inc.'s first regular meeting stockholders that occurs in 2018. These 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 |
| Rosenzweig Lance C/O BOINGO WIRELESS INC. 10960 WILSHIRE BLVD STE 2300 LOS ANGELES, CA 90024 | X | | | |

Signatures

/s/ Efren Medina as Attorney-in-Fact for Lance Rosenzweig

7/13/2017

**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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