

# **BOINGO WIRELESS INC**

Reported by  
**TRACEY TOM**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

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

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

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

**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	3/1/2017		M		2894 (1)	A	\$0	51724	D	
Common Stock	3/1/2017		F		1068 (2)	A	\$11.51	50656	D	
Common Stock	3/1/2017		M		2891 (3)	A	\$0	53547	D	
Common Stock	3/1/2017		F		1067 (2)	D	\$11.51	52480	D	
Common Stock	3/1/2017		M		1140 (4)	A	\$0	53620	D	
Common Stock	3/1/2017		M		420 (2)	D	\$11.51	53200	D	
Common Stock	3/1/2017		M		1443 (5)	A	\$0	54643	D	
Common Stock	3/1/2017		P		532 (2)	D	\$11.51	54111	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	(6)	3/1/2017		M		2894		(7)	(7)	Common Stock	2894	\$0	0	D	
Restricted Stock Units	(6)	3/1/2017		M		2891		(8)	(8)	Common Stock	2891	\$0	11565	D	
Performance Restricted Stock Units	(6)	3/1/2017		M		1140		(9)	(9)	Common Stock	1140	\$0	0	D	
Performance Restricted Stock Units	(6)	3/1/2017		M		1443		(10)	(10)	Common Stock	1443	\$0	5774	D	

**Explanation of Responses:**

- (1) The shares acquired represent the vesting and automatic settlement of 2894 of the Reporting Person's restricted stock units on March 1, 2017
- (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 2891 of the Reporting Person's restricted stock units on March 1, 2017.

- (4) The shares acquired represent the vesting and automatic settlement of 1140 of the Reporting Person's performance restricted stock units on March 1, 2017.
- (5) The shares acquired represent the vesting and automatic settlement of 1443 of the Reporting Person's performance restricted stock units on March 1, 2017.
- (6) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- (7) On March 3, 2014, the Reporting Person was granted 34727 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 34695 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 17320 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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Tracey Tom</b> <b>C/O BOINGO WIRELESS INC.</b> <b>10960 WILSHIRE BLVD. 23RD FLOOR</b> <b>LOS ANGELES, CA 90024</b>			<b>Senior VP of Operations</b>	

#### Signatures

/s/ Efren Medina as Attorney-in-Fact for Tom Tracey

3/3/2017

\*\*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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