

BOINGO WIRELESS INC

Reported by
HAGAN DAVID

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

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

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)	
Hagan David		BOINGO WIRELESS INC [WIFI]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O BOINGO WIRELESS, INC., 10960 WILSHIRE BLVD. 23RD FLOOR		3/1/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
LOS ANGELES, CA 90024				<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		69454 (1)	A	\$0	561100	D	
Common Stock	3/1/2017		F		28880 (2)	D	\$11.51	532220	D	
Common Stock	3/1/2017		M		27367 (3)	A	\$0	559587	D	
Common Stock	3/1/2017		F		11380 (2)	D	\$11.51	548207	D	
Common Stock	3/3/2017		M		55780	A	\$1.4	603987	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	(4)	3/1/2017		M		69454		(5)	(5)	Common Stock	69454	\$0	0	D	
Performance Restricted Stock Units	(4)	3/1/2017		M		27367		(6)	(6)	Common Stock	27367	\$0	0	D	
Employee Stock Option (Right to Buy)	\$1.4	3/3/2017		M		55780		(7)	3/7/2017	Common Stock	55780	\$1.4	0	D	

Explanation of Responses:

- (1) The shares acquired represent the vesting and automatic settlement of 69,454 of reporting person's restricted stock units on March 1, 2017
- (2) Represents shares withheld in connection with the payment of taxes due on vesting of restricted shares.
- (3) The shares acquired represent the vesting and automatic settlement of 27,367 of reporting person's restricted stock units on March 1, 2017
- (4) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock
- (5) On March 3, 2014, the Reporting Person was granted 208,362 restricted stock units, originally scheduled to vest in a series of twelve successive equal quarterly installments beginning on March 1, 2014, so that the restricted stock units would become fully vested on March 1, 2017. Effective February 1, 2016, the Reporting Person entered an agreement with the Issuer to extend the vesting that applies to such restricted stock units so that portions of such restricted stock units originally scheduled to vest in quarterly installments between June 2016 and March 2017 will instead "cliff vest" on March 1, 2017.

- (Following determination of achievement of 2014 performance goals, the Reporting Person received 82,101 performance restricted stock units, originally
- 6) scheduled to vest 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 would become fully vested on March 1, 2017. Effective February 1, 2016, the Reporting Person entered an agreement with the Issuer to extend the vesting that applies to such performance restricted stock units so that portions of such performance restricted stock units originally scheduled to vest in quarterly installments between June 2016 and March 2017 will instead "cliff vest" on March 1, 2017.
- (Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 3/8/08; and with respect to an additional
- 7) 1/36th of the remaining shares subject to this option each month thereafter; as of the transaction date this option is fully vested and exercisable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hagan David C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. 23RD FLOOR LOS ANGELES, CA 90024	X		Chief Executive Officer	

Signatures

/s/ Efren Medina as Attorney-in-Fact for David Hagan

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.

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.