

BOINGO WIRELESS INC

Reported by
HOVENIER PETER

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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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 - Hovenier Peter (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) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Financial Officer	
C/O BOINGO WIRELESS, INC., 10960 WILSHIRE BLVD. 23RD FLOOR (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) 3/1/2017		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	
LOS ANGELES, CA 90024 (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)			

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		34727 (1)	A	\$0	115010	D	
Common Stock	3/1/2017		F		13020 (2)	D	\$11.51	101990	D	
Common Stock	3/1/2017		M		13683 (3)	A	\$0	115673	D	
Common Stock	3/1/2017		P		5131 (2)	D	\$11.51	110542	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				
Restricted Stock Units	(4)	3/1/2017		M		34727	(5)	(5)	Common Stock	34727	\$0	0	D	
Performance Restricted Stock Units	(4)	3/1/2017		M		13683	(6)	(6)	Common Stock	13683	\$0	0	D	

Explanation of Responses:

- (1) The shares acquired represent the vesting and automatic settlement of 34727 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 13683 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 104,181 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
- (6) Following determination of achievement of 2014 performance goals, the Reporting Person received 41,050 performance restricted stock units, originally 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.

Reporting Owners

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

Signatures

/s/ Efren Medina as Attorney-in-Fact for Peter Hovenier

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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