

# **BOINGO WIRELESS INC**

Reported by  
**TRACEY TOM**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/03/17 for the Period Ending 11/01/17

|             |                                                            |
|-------------|------------------------------------------------------------|
| Address     | 10960 WILSHIRE BLVD., 23RD FLOOR<br>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)                                                                                                                                                          |  |  |
| <b>Tracey Tom</b>                                                |  |  | <b>BOINGO WIRELESS INC [ WIFI ]</b>               |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><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>11/1/2017</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<br><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                    | 11/1/2017      |                                   | M                         |   | 1047<br>(1)                                                       | A          | \$0     | 25731                                                                                         | D                                                        |                                                       |
| Common Stock                    | 11/1/2017      |                                   | F                         |   | 393<br>(2)                                                        | D          | \$23.17 | 25338                                                                                         | D                                                        |                                                       |
| Common Stock                    | 11/1/2017      |                                   | M                         |   | 2084<br>(3)                                                       | A          | \$0     | 27422                                                                                         | D                                                        |                                                       |
| Common Stock                    | 11/1/2017      |                                   | F                         |   | 783<br>(2)                                                        | D          | \$23.17 | 26639                                                                                         | 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)                                                    | 11/1/2017      |                                   | M                         |   | 1047                                                                                   |     | (5)                                     | (5)             | Common Stock                                                                      | 1047                       | \$0                                        | 9418                                                                                               | D                                                                                |                                                        |
| Restricted Stock Units                   | (4)                                                    | 11/1/2017      |                                   | M                         |   | 2084                                                                                   |     | (6)                                     | (6)             | Common Stock                                                                      | 2084                       | \$0                                        | 10420                                                                                              | D                                                                                |                                                        |

**Explanation of Responses:**

- The shares acquired represent the vesting and automatic settlement of 1047 of the Reporting Person's restricted stock units on November 1, 2017.
- Represents shares withheld in connection with the payment of withholding taxes due upon vesting and settlement of restricted stock units.
- The shares acquired represent the vesting and automatic settlement of 2084 of the Reporting Person's restricted stock units on November 1, 2017.
- Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- The restricted stock units will vest in twelve successive equal quarterly installments beginning on February 1, 2017, so that the restricted stock units will become fully vested on February 1, 2020. The restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.
- The restricted stock units will vest in a series of twelve successive quarterly installments beginning on February 1, 2016, so that the restricted stock units will become fully vested on February 1, 2019. The 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 |
| Tracey Tom                     |               |           |         |       |

C/O BOINGO WIRELESS INC.  
10960 WILSHIRE BLVD. 23RD FLOOR  
LOS ANGELES, CA 90024

Senior VP of Operations

**Signatures**

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

11/3/2017

\*\*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.