

# **BOINGO WIRELESS INC**

Reported by  
**CALLAHAN DAWN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/05/17 for the Period Ending 12/01/17

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

<b>1. Name and Address of Reporting Person *</b>  <b>Callahan Dawn</b>  (Last) (First) (Middle)  <b>C/O BOINGO WIRELESS INC., 10960 WILSHIRE BLVD. 23RD FLOOR</b>  (Street)  <b>LOS ANGELES, CA 90024</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>BOINGO WIRELESS INC [ WIFI ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>12/1/2017</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Chief Marketing Officer</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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	12/1/2017		M		3614 (1)	A	\$0	9196	D	
Common Stock	12/1/2017		F		1833 (2)	D	\$24.15	7363	D	
Common Stock	12/1/2017		M		1804 (3)	A	\$0	9167	D	
Common Stock	12/1/2017		F		915 (2)	D	\$24.15	8252	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)	12/1/2017		M		3614		(5)	(5)	Common Stock	3614	\$0	3614	D	
Performance Restricted Stock Units	(4)	12/1/2017		M		1804		(6)	(6)	Common Stock	1804	\$0	1804	D	

**Explanation of Responses:**

- (1) The shares acquired represent the vesting and automatic settlement of 3614 of the Reporting Person's restricted stock units on December 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 1804 of the Reporting Person's performance restricted stock units on December 1, 2017.
- (4) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- (5) On February 27, 2015, the Reporting Person was granted 43,369 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.
- (6) Following determination of achievement of 2015 performance goals, the Reporting Person received 21650 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

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

Chief Marketing Officer

**Signatures**

/s/ Efren Medina as Attorney-in-Fact for Dawn Callahan

12/5/2017

\*\*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.