

# **BOINGO WIRELESS INC**

Reported by  
**CALLAHAN DAWN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/15/17 for the Period Ending 12/13/17

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)		
<b>Callahan Dawn</b>			<b>BOINGO WIRELESS INC [ WIFI ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Marketing Officer</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>12/13/2017</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	12/13/2017		M		3118	A	\$13.50	11370	D	
Common Stock	12/13/2017		S		3118	D	\$22.77	8252	D	
Common Stock	12/13/2017		M		3175	A	\$1.40	3175	D	
Common Stock	12/13/2017		S		3175	D	\$22.77	8252	D	
Common Stock	12/13/2017		S		5144	D	\$22.95	3108	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				
Employee Stock Option (Right to Buy)	\$13.50	12/13/2017		M		3118		(1)	5/3/2021	Common Stock	3118	\$13.50	107993	D	
Employee Stock Option (Right to Buy)	\$1.4	12/13/2017		M		3175		(2)	12/31/2018	Common Stock	3175	\$1.4	0	D	

**Explanation of Responses:**

- Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 05/03/12; and with respect to an additional 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.
- Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 12/31/10; and with respect to an additional 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
<b>Callahan Dawn</b> C/O BOINGO WIRELESS INC. 10960 WILSHIRE BLVD. 23RD FLOOR LOS ANGELES, CA 90024			<b>Chief Marketing Officer</b>	

**Signatures**

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

12/15/2017

\*\*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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