

BOINGO WIRELESS INC

Form 4

March 03, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Callahan Dawn

(Last) (First) (Middle)

C/O BOINGO WIRELESS
INC., 10960 WILSHIRE BLVD.
23RD FLOOR

(Street)

LOS ANGELES, CA 90024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BOINGO WIRELESS INC [WIFI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Chief Marketing Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired 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	03/01/2017		M		2,894 (1)	\$ 0	15,203 D
Common Stock	03/01/2017		F		1,072 (2)	\$ 11.51	14,131 D
Common Stock	03/01/2017		M		3,614 (3)	\$ 0	17,745 D
Common Stock	03/01/2017		F		1,339 (2)	\$ 11.51	16,406 D
Common Stock	03/01/2017		M		1,140 (4)	\$ 0	17,546 D

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Common Stock	03/01/2017	F	422 ⁽²⁾	A	\$ 11.51	17,124	D
Common Stock	03/01/2017	M	1,805 ⁽⁵⁾	A	\$ 0	18,929	D
Common Stock	03/01/2017	F	669 ⁽²⁾	D	\$ 11.51	18,260	D
Common Stock	03/03/2017	M	55,375	A	\$ 1.4	73,635	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(6)</u>	03/01/2017		M	2,894	<u>(7)</u> <u>(7)</u>	Common Stock 2,894
Restricted Stock Units	<u>(6)</u>	03/01/2017		M	3,614	<u>(8)</u> <u>(8)</u>	Common Stock 3,614
Performance Restricted Stock Units	<u>(6)</u>	03/01/2017		M	1,140	<u>(9)</u> <u>(9)</u>	Common Stock 1,140
Performance Restricted Stock Units	<u>(6)</u>	03/01/2017		M	1,805	<u>(10)</u> <u>(10)</u>	Common Stock 1,805
Employee Stock Option (Right to Buy)	\$ 1.4	03/03/2017		M	55,375	<u>(11)</u> 03/22/2017	Common Stock 55,375

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

03/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) The shares acquired represent the vesting and automatic settlement of 2894 of the Reporting Person's restricted stock units on March 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 3614 of the Reporting Person's restricted stock units on March 1, 2017.
- (4) The shares acquired represent the vesting and automatic settlement of 1140 of the Reporting Person's performance restricted stock units on March 1, 2017
- (5) The shares acquired represent the vesting and automatic settlement of 1805 of the Reporting Person's performance restricted stock units on March 1, 2017.
- (6) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
On March 3, 2014, the Reporting Person was granted 34,727 restricted stock units, vesting in a series of twelve successive equal
- (7) quarterly installments beginning on March 1, 2014, so that the restricted stock units will become fully vested on March 1, 2017. The restricted stock units are settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.
On February 27, 2015, the Reporting Person was granted 43,369 restricted stock units, vesting in a series of twelve successive equal
- (8) 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.
Following determination of achievement of 2014 performance goals, the Reporting Person received 13683 performance restricted stock
- (9) units, vesting 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 will become fully vested on March 1, 2017
Following determination of achievement of 2015 performance goals, the Reporting Person received 21650 performance restricted stock
- (10) 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
Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 3/5/08; and with
- (11) 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.

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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