

BOINGO WIRELESS INC
Form 4
June 06, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tracey Tom

(Last) (First) (Middle)
10960 WILSHIRE BLVD., SUITE 800
(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)
06/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP of Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/02/2014 | | M | 4,414 (1) A \$ 0 | 22,070 | D | |
| Common Stock | 06/02/2014 | | F | 1,658 D \$ 6.8 | 20,412 | D | |
| Common Stock | 06/02/2014 | | M | 2,894 (2) A \$ 0 | 23,306 | D | |
| Common Stock | 06/02/2014 | | F | 1,087 D \$ 6.8 | 22,219 | 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (3) | 06/02/2014 | | M | 4,414 | (4) (4) | Common Stock | 4,414 |
| Restricted Stock Units | (3) | 06/02/2014 | | M | 2,894 | (5) (5) | Common Stock | 2,894 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tracey Tom 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024 | | | Senior VP of Operations | |

Signatures

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

06/05/2014

__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 4,414 of reporting person's restricted stock units on June 2, 2014.

(2) The shares acquired represent the vesting and automatic settlement of 2,894 of reporting person's restricted stock units on June 2, 2014.

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- (3) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.

The restricted stock units will vest with respect to 50% of the restricted stock units on March 1, 2014, and with respect to the balance of

- (4) the restricted stock units in a series of four successive equal quarterly installments thereafter. 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 equal quarterly installments beginning on March 1, 2014, so that the

- (5) restricted stock units will become fully vested on March 1, 2017. 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.

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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