

BOINGO WIRELESS INC  
Form 4  
March 03, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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 \*  
Hagan David

(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)  
03/01/2016

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)  
Chief Executive Officer

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. 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 or Price		
Common Stock	03/01/2016		M		17,364 (1)	A	\$ 0 469,560 D
Common Stock	03/01/2016		F		6,525 (2)	D	\$ 7.07 463,035 D
Common Stock	03/01/2016		M		13,011 (3)	A	\$ 0 476,046 D
Common Stock	03/01/2016		F		4,889 (2)	D	\$ 7.07 471,157 D
Common Stock	03/01/2016		M		6,842 (4)	A	\$ 0 477,999 D

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Common Stock	03/01/2016	F	2,571 (2)	D	\$ 7.07	475,428	D
Common Stock	03/03/2016	M	25,981 (5)	A	\$ 0	501,409	D
Common Stock	03/03/2016	F	9,763 (2)	D	\$ 7.32	491,646	D
Common Stock	03/03/2016	M	27,000	A	\$ 1.4	518,646	D
Common Stock	03/03/2016	S	27,000	D	\$ 7.22	491,646	D

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

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SEC 1474  
(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(6)	03/01/2016		M	17,364	(7) (7)	Common Stock
Restricted Stock Units	(6)	03/01/2016		M	13,011	(8) (8)	Common Stock
Performance Restricted Stock Units	(6)	03/01/2016		M	6,842	(9) (9)	Common Stock
Performance Restricted Stock Units	(6)	03/03/2016		A	78,064	(10) (10)	Common Stock
Performance Restricted Stock Units	(6)	03/03/2016		M	25,981	(11) (11)	Common Stock
Employee Stock Option (Right to	\$ 1.4	03/03/2016		M	27,000	(12) 03/07/2017	Common Stock

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hagan David C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. 23RD FLOOR LOS ANGELES, CA 90024	X		Chief Executive Officer	

## Signatures

/s/ Efren Medina as Attorney-in-Fact for David Hagan 03/03/2016

\_\_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 settlement of 17,364 of the Reporting Person's restricted stock units on March 1, 2016.
- (2) Represents shares withheld in connection with the payment of withholding taxes due upon the vesting and settlement of the restricted stock units.
- (3) The shares acquired represent the vesting and settlement of 13,011 of the Reporting Person's restricted stock units on March 1, 2016.
- (4) The shares acquired represent the vesting and settlement of 6,842 of the Reporting Person's performance restricted stock units on March 1, 2016.
- (5) The shares acquired represent the vesting and settlement of 25,981 of the Reporting Person's performance restricted stock units on March 3, 2016.
- (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 208,362 restricted stock units, originally scheduled to vest in a series of twelve successive equal quarterly installments beginning on March 1, 2014, so that the restricted stock units would become fully vested on
- (7) March 1, 2017. Effective February 1, 2016, the Reporting Person entered an agreement with the Issuer to extend the vesting that applies to such restricted stock units so that portions of such restricted stock units originally scheduled to vest in quarterly installments between June 2016 and March 2017 will instead "cliff vest" on March 1, 2017.  
On February 27, 2015, the Reporting Person was granted 156,128 restricted stock units, originally scheduled to vest in a series of twelve successive equal quarterly installments beginning on March 1, 2015, so that the restricted stock units would become fully vested on
- (8) March 1, 2018. Effective February 1, 2016, the Reporting Person entered an agreement with the Issuer to extend the vesting that applies to such restricted stock units so that portions of such restricted stock units originally scheduled to vest in quarterly installments between June 2016 and March 2018 will instead "cliff vest" on March 1, 2018.  
Following determination of achievement of 2014 performance goals, the Reporting Person received 82,101 performance restricted stock units, originally scheduled to vest 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 would become fully vested on March 1,
- (9) 2017. Effective February 1, 2016, the Reporting Person entered an agreement with the Issuer to extend the vesting that applies to such performance restricted stock units so that portions of such performance restricted stock units originally scheduled to vest in quarterly installments between June 2016 and March 2017 will instead "cliff vest" on March 1, 2017.
- (10) Reflects certification of the achievement of 2015 performance goals and the award of 78,064 performance restricted stock units. Such performance restricted stock units were originally scheduled to vest with respect to 1/3 of such units on or about March 1, 2016, and with respect to the balance in a series of eight successive equal quarterly installments thereafter, so that the performance restricted stock units would become fully vested on March 1, 2018. Effective February 1, 2016, the Reporting Person entered an agreement with the Issuer to extend the vesting that applies to such performance restricted stock units so that portions of such performance restricted stock

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units originally scheduled to vest in quarterly installments between June 2017 and March 2018 will instead "cliff vest" on March 1, 2018.

- (11) Following certification of the achievement of 2015 performance goals, the Reporting Person received 78,064 performance restricted stock units, and has vested with respect to 1/3 of such units on March 3, 2016.  
Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 3/8/08; and with
- (12) 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.
- (13) This trade was made pursuant to a 10b5-1 plan dated 5/27/15, amended 9/15/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.