

Tracey Tom  
Form 4  
February 05, 2019

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tracey Tom

(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)

02/01/2019

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)

Senior VP of Operations

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 (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)
Common Stock	02/01/2019		M	528 <sup>(1)</sup>	A \$ 0 25,557	D	
Common Stock	02/01/2019		F	202 <sup>(2)</sup>	D \$ 24.42 25,355	D	
Common Stock	02/01/2019		M	1,046 <sup>(3)</sup>	A \$ 0 26,401	D	
Common Stock	02/01/2019		F	400 <sup>(2)</sup>	D \$ 24.42 26,001	D	
Common Stock	02/01/2019		M	2,084 <sup>(4)</sup>	A \$ 0 28,085	D	

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Common Stock	02/01/2019	F	798 <sup>(2)</sup>	D	\$ 24.42	27,287	D
Common Stock	02/01/2019	M	3,126 <sup>(5)</sup>	A	\$ 0	30,413	D
Common Stock	02/01/2019	F	1,196 <sup>(2)</sup>	A	\$ 24.42	29,217	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>	02/04/2019		A	6,971	<u>(7)</u> <u>(7)</u>	Common Stock 6,971
Restricted Stock Units	<u>(6)</u>	02/01/2019		M	528	<u>(8)</u> <u>(8)</u>	Common Stock 528
Restricted Stock Units	<u>(6)</u>	02/01/2019		M	1,046	<u>(9)</u> <u>(9)</u>	Common Stock 1,046
Restricted Stock Units	<u>(6)</u>	02/01/2019		M	2,084	<u>(10)</u> <u>(10)</u>	Common Stock 2,084
Performance Restricted Stock Units	<u>(6)</u>	02/01/2019		M	3,126	<u>(11)</u> <u>(11)</u>	Common Stock 3,126

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tracey Tom C/O BOINGO WIRELESS INC.	Senior VP of Operations

10960 WILSHIRE BLVD. 23RD FLOOR  
LOS ANGELES, CA 90024

## Signatures

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

02/05/2019

\_\_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 528 of Reporting Person's stock units on February 1, 2019.
- (2) Represents shares withheld in connection with the payment of taxes due of vesting of restricted shares.
- (3) The shares acquired represent the vesting and automatic settlement of 1046 of Reporting Person's stock units on February 1, 2019.
- (4) The shares acquired represent the vesting and automatic settlement of 2084 of Reporting Person's stock units on February 1, 2019.
- (5) The shares acquired represent the vesting and automatic settlement of 3126 of Reporting Person's performance stock units on February 1, 2019.
- (6) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- The restricted stock units will vest in a series of twelve successive quarterly installments beginning on February 4, 2019, so that the
- (7) restricted stock units will become fully vested on February 1, 2022. 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 quarterly installments beginning on February 1, 2018, so that the
- (8) restricted stock units will become fully vested on February 1, 2021. 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 twelve successive equal quarterly installments beginning on February 1, 2017, so that the restricted
- (9) stock units will become fully vested on February 1, 2020. 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 quarterly installments beginning on February 1, 2016, so that the
- (10) restricted stock units will become fully vested on February 1, 2019. 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.
- Following certification of the achievement of 2016 performance goals, the Reporting Person received 37,512 performance restricted
- (11) stock units, vesting with respect to 66 2/3% of such units on February 1, 2018, and with respect to the balance in a series of four successive equal quarterly installments thereafter, so that the performance restricted stock units will become fully vested on February 1, 2019.

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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