

Callahan Dawn  
Form 4  
August 03, 2018

**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 \*  
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)  
08/01/2018

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 Marketing 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. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 08/01/2018                           |  | M                              | 528 <sup>(1)</sup>  | \$ 0  | D  |                                   |
| Common Stock                    | 08/01/2018                           |  | F                              | 261 <sup>(2)</sup>  | \$ 23.22  | D  |                                   |
| Common Stock                    | 08/01/2018                           |  | M                              | 1,046 <sup>(3)</sup>  | \$ 0  | D  |                                   |
| Common Stock                    | 08/01/2018                           |  | F                              | 518 <sup>(2)</sup>  | \$ 23.22  | D  |                                   |
| Common Stock                    | 08/01/2018                           |  | M                              | 2,779 <sup>(4)</sup>  | \$ 0  | D  |                                   |

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|              |            |   |                     |   |          |        |   |
|--------------|------------|---|---------------------|---|----------|--------|---|
| Common Stock | 08/01/2018 | F | <u>1,377</u><br>(2) | D | \$ 23.22 | 27,851 | D |
| Common Stock | 08/01/2018 | M | <u>4,166</u><br>(5) | A | \$ 0     | 32,017 | D |
| Common Stock | 08/01/2018 | F | <u>2,064</u><br>(2) | D | \$ 23.22 | 29,953 | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (6)  | 08/01/2018                           |  | M                              | 528   | (7) (7)  | Common Stock  | 528                           |
| Restricted Stock Units                     | (6)  | 08/01/2018                           |  | M                              | 1,046   | (8) (8)  | Common Stock  | 1,046                         |
| Restricted Stock Units                     | (6)  | 08/01/2018                           |  | M                              | 2,779   | (9) (9)  | Common Stock  | 2,779                         |
| Performance Restricted Stock Units         | (6)  | 08/01/2018                           |  | M                              | 4,166   | (10) (10)  | Common Stock  | 4,166                         |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

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

Chief Marketing Officer

LOS ANGELES, CA 90024

## Signatures

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

08/03/2018

\_\_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 August 1, 2018.
- (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 August 1, 2018.
- (4) The shares acquired represent the vesting and automatic settlement of 2779 of Reporting Person's stock units on August 1, 2018.
- (5) The shares acquired represent the vesting and automatic settlement of 4166 of Reporting Person's performance stock units on August 1, 2018.
- (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 twelve successive equal quarterly installments beginning on February 1, 2018, so that the 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.
- (8) The restricted stock units will vest in twelve successive equal quarterly installments beginning on February 1, 2017, so that the restricted 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.
- (9) The restricted stock units will vest in a series of twelve successive quarterly installments beginning on February 1, 2016, so that the 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.
- (10) Following certification of the achievement of 2016 performance goals, the Reporting Person received 50016 performance restricted 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. 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.