BOINGO WIRELESS INC
Form 4
June 03, 2015

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 [*] Hovenier Peter	2. Issuer Name **and** Ticker or Trading Symbol BOINGO WIRELESS INC [WIFI]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2015	(Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Chief Financial Officer
C/O BOINGO WIRELESS, INC., 10960 WILSHIRE BLVD. 23RD FLOOR		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
LOS ANGELES, CA 90024		
(City) (State) (Zip)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/01/2015		M		8,682 (1)	A	$ 0	84,606	D	
Common Stock	06/01/2015		F		3,262	D	$ 8.98	81,344	D	
Common Stock	06/01/2015		M		8,674 (2)	A	$ 0	90,018	D	
Common Stock	06/01/2015		F		3,259	D	$ 8.98	86,759	D	
Common Stock	06/01/2015		M		3,421 (3)	A	$ 0	90,180	D	

Common Stock	06/01/2015		F	1,285	D	$ 8.98	88,895	D

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

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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. D S (I
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
				Code	V	(A)	(D)					
Restricted Stock Units	(4)	06/01/2015		M		8,682		(5)	(5)	Common Stock	8,682	
Restricted Stock Units	(4)	06/01/2015		M		8,674		(6)	(6)	Common Stock	8,674	
Performance Restricted Stock Units	(4)	06/01/2015		M		3,421		(7)	(7)	Common Stock	3,421	

Reporting Owners

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

Signatures

/s/ Efren Medina as Attorney-in-Fact for Peter Hovenier	06/03/2015
**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 8,682 of reporting person's restricted stock units on June 1, 2015.

(2)   The shares acquired represent the vesting and automatic settlement of 8,674 of reporting person's restricted stock units on June 1, 2015

(3)   The shares acquired represent the vesting and automatic settlement of 3,421 of reporting person's performance restricted stock units on June 1, 2015.

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

(5)   The restricted stock units will vest in a series of twelve successive equal 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 will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.

(6)   The restricted stock units will vest in twelve successive equal 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 will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.

(7)   This transaction reflects, with respect to the number of shares reported, achievement of the fiscal year 2014 performance goals applicable to the Reporting Person's fiscal year 2014 performance restricted stock unit award. Of these performance restricted stock units, 1/3 will vest on March 1, 2015 and the balance will vest 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. The performance 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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