

BOINGO WIRELESS INC

Form 4

September 06, 2016

**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  
burden hours per  
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)

09/01/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below) 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)
			Code	V	(A) or (D) Amount Price		
Common Stock	09/01/2016		M		2,894 (1) A \$ 0	46,299	D
Common Stock	09/01/2016		F		1,087 (2) D \$ 8.55	45,212	D
Common Stock	09/01/2016		M		2,891 (3) A \$ 0	48,103	D
Common Stock	09/01/2016		F		1,086 (2) D \$ 8.55	47,017	D
Common Stock	09/01/2016		M		1,141 (4) A \$ 0	48,158	D

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Common Stock	09/01/2016	F	428 <sup>(2)</sup>	D	\$ 8.55	47,730	D
Common Stock	09/01/2016	M	1,444 <sup>(5)</sup>	A	\$ 0	49,174	D
Common Stock	09/01/2016	F	542 <sup>(2)</sup>	D	\$ 8.55	48,632	D
Common Stock	09/01/2016	S	3,750	D	\$ 8.44	44,882	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 Securities (Instr. 3 and 4)		8. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(6)	09/01/2016		M		2,894		(7)	(7)	Common Stock	2,894
Restricted Stock Units	(6)	09/01/2016		M		2,891		(8)	(8)	Common Stock	2,891
Performance Restricted Stock Units	(6)	09/01/2016		M		1,141		(9)	(9)	Common Stock	1,141
Performance Restricted Stock Units	(6)	09/01/2016		M		1,444		(10)	(10)	Common Stock	1,444

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Tracey Tom  
C/O BOINGO WIRELESS INC.  
10960 WILSHIRE BLVD. 23RD FLOOR  
LOS ANGELES, CA 90024

Senior VP of  
Operations

## Signatures

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

09/06/2016

\_\_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 automatic settlement of 2894 of the Reporting Person's restricted stock units on September 1, 2016.
- (2) Represents shares withheld in connection with the payment of withholding taxes due upon vesting and settlement of restricted stock units.
- (3) The shares acquired represent the vesting and automatic settlement of 2891 of the Reporting Person's restricted stock units on September 1, 2016.
- (4) The shares acquired represent the vesting and automatic settlement of 1141 of the Reporting Person's performance restricted stock units on September 1, 2016.
- (5) The shares acquired represent the vesting and automatic settlement of 1444 of the Reporting Person's performance restricted stock units on September 1, 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 34727 restricted stock units, vesting 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 are settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.
- (8) On February 27, 2015, the Reporting Person was granted 34695 restricted stock units, vesting in a series of 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 are settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.
- (9) Following determination of achievement of 2014 performance goals, the Reporting Person received 13683 performance restricted stock units, vesting 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 will become fully vested on March 1, 2017.
- (10) Following determination of achievement of 2015 performance goals, the Reporting Person received 17320 performance restricted stock units, vesting with respect to 1/3 of such units on March 3, 2016, and with respect to the balance in a series of eight successive equal quarterly installments thereafter, so that the performance restricted stock units will become fully vested on March 3, 2018.

### Remarks:

The trade was made pursuant to a 10b5-1 plan dated 3/11/16.

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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