

Hovenier Peter
Form 4
March 05, 2018

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

(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)

03/01/2018

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)

Chief Financial Officer

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 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	03/01/2018		M	(A) or (D) A	69,390 (1) \$ 0	69,390	D
Common Stock	03/01/2018		F	(A) or (D) D	31,550 (2) \$ 26.06	37,840	D
Common Stock	03/01/2018		M	(A) or (D) A	34,641 (3) \$ 0	72,481	D
Common Stock	03/01/2018		F	(A) or (D) D	15,751 (2) \$ 26.06	56,730	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	(4)	03/01/2018		M		69,390		(5)	(5)	Common Stock	69,390
Performance Restricted Stock Units	(4)	03/01/2018		M		34,641		(6)	(6)	Common Stock	34,641

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

03/05/2018

__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 69390 of the Reporting Person's restricted stock units on March 1, 2018.

(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 34641 of the Reporting Person's performance restricted stock units on March 1, 2018.

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- (4) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- In February 2015, the Reporting Person was granted 104,085 restricted stock units subject to a service-based vesting condition, originally scheduled to vest in twelve successive equal quarterly installments between March 1, 2015 and March 1, 2018. Of these, 34,695 units
- (5) have previously vested. Pursuant to the terms of a Vesting Extension Agreement entered into between the Reporting Person and the Issuer in February 2016 (the "Extension Agreement"), the remaining units vested on March 1, 2018.
- In February 2015, the Reporting Person was granted performance restricted stock units subject to a performance condition relating to calendar year 2015 performance. The performance condition was certified achieved in February 2016 with respect to 51,962 units, of
- (6) which 1/3 of the units vested on March 3, 2016 pursuant to the terms of the original restricted stock unit agreement. Per the terms of the Extension Agreement, the remaining units vested on March 1, 2018.

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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