## Edgar Filing: BOINGO WIRELESS INC - Form 4

BOINGO WI	RELESS INC										
Form 4											
September 03	, 2015										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL	
Washington, D.C. 20549									OMB Number:	3235-0287	
Check this box if no longer									Expires:	January 31, 2005	
subject to STATEMENT OF CHAR Section 16. Form 4 or				GES IN I SECUR		CIA	LOW	NERSHIP OF	Estimated a burden hou response	verage	
Form 5 obligation may conti <i>See</i> Instru- 1(b).	s Section 17(	a) of the		ility Hold	ing Com	pany	Act of	e Act of 1934, f 1935 or Section 40	n		
(Print or Type R	esponses)										
Callahan Dawn Symb				Name <b>and</b> O WIREL				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of	Earliest Tra	insaction			(Cnec	ek all applicable)		
				/Day/Year)				Director X Officer (give below) Chief M		Owner er (specify eer	
				ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LOS ANGEI	LES, CA 90024							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Acc	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)			d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	09/01/2015			М	2,894 (1)	А	\$0	5,974	D		
Common Stock	09/01/2015			F	1,087 (2)	D	\$ 7.37	4,887	D		
Common Stock	09/01/2015			М	3,614 (3)	А	\$0	8,501	D		
Common Stock	09/01/2015			F	1,358 (2)	D	\$ 7.37	7,143	D		

1,141 (4)

A \$0 8,284

D

Μ

Common

Stock

09/01/2015

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Common Stock 09/01/2015 F 428 (2) D \$7.37 7,856 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D So (I
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(5)	09/01/2015		М		2,894	(6)	(6)	Common Stock	2,894	
Restricted Stock Units	(5)	09/01/2015		М		3,614	<u>(7)</u>	(7)	Common Stock	3,614	
Performance Restricted Stock Units	<u>(5)</u>	09/01/2015		М		1,141	(8)	(8)	Common Stock	1,141	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Callahan Dawn 10960 WILSHIRE BLVD. 23RD FLOOR LOS ANGELES, CA 90024			Chief Marketing Officer					
Signatures								
/s/ Efren Medina as Attorney-in Callahan	n-Fact for	Dawn	09/03/2015					
<u>**</u> Signature of Reporting	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) 1. The shares acquired represent the vesting and automatic settlement of 2894 of reporting person's restricted stock units on September 1, 2015
- (2) Represents shares withheld in connection with the payment of withholding taxes due on vesting and settlement of restricted stock units.
- (3) The shares acquired represent the vesting and automatic settlement of 3614 of reporting person's restricted stock units on September 1, 2015.
- (4) The shares acquired represent the vesting and automatic settlement of 1141 of reporting person's performance restricted stock units on September 1, 2015
- (5) 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 equal quarterly installments beginning on March 1, 2014, so that the

- (6) 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.
- The restricted stock units will vest in twelve successive equal quarterly installments beginning on March 1, 2015, so that the restricted(7) 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.

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

(8) 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. 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.