BOINGO WIRELESS INC

Form 4

December 03, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hulse Nicholas W			2. Issuer Name and Ticker or Trading Symbol BOINGO WIRELESS INC [WIFI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First)		3. Date of Earliest Transaction	(Cheek all applicable)		
			(Month/Day/Year)	Director 10% Owner		
10960 WILS FLOOR	HIRE BLVD	o., 23RD	12/01/2015	X Officer (give title Other (specify below) President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
LOS ANGELES, CA 90024				Form filed by More than One Reporting		

(City)	(State) (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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	12/01/2015		M	11,576 (1)	A	\$0	62,061	D	
Common Stock	12/01/2015		F	6,031 (2)	D	\$ 6.51	56,030	D	
Common Stock	12/01/2015		M	8,673 (3)	A	\$0	64,703	D	
Common Stock	12/01/2015		F	4,519 (2)	D	\$ 6.51	60,184	D	
Common Stock	12/01/2015		M	4,561 (4)	A	\$0	64,745	D	

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Common Stock 12/01/2015 F $\frac{2,376}{(2)}$ D $\frac{\$}{6.51}$ 62,369 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.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	<u>(5)</u>	12/01/2015		M	11,576	<u>(6)</u>	<u>(6)</u>	Common Stock	11,576
Restricted Stock Units	<u>(5)</u>	12/01/2015		M	8,673	<u>(7)</u>	<u>(7)</u>	Common Stock	8,673
Performance Restricted Stock Units	<u>(5)</u>	12/01/2015		M	4,561	<u>(8)</u>	<u>(8)</u>	Common Stock	4,561

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Director 10% Owner Officer Oth Hulse Nicholas W

10960 WILSHIRE BLVD.
23RD FLOOR
President

LOS ANGELES, CA 90024

Signatures

/s/ Efren Medina as Attorney-in-Fact for Nicholas

Hulse 12/03/2015

**Signature of Reporting Person Date

Reporting Owners 2

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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 11576 of reporting person's restricted stock units on December 1, 2015
- (2) Represents shares withheld in connection with the payment of taxes due on vesting of restricted shares.
- (3) The shares acquired represent the vesting and automatic settlement of 8673 of reporting person's restricted stock units on December 1, 2015
- (4) The shares acquired represent the vesting and automatic settlement of 4561 of reporting person's performance restricted stock units on December 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 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.