

Tracey Tom  
Form 4  
September 06, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tracey Tom

2. Issuer Name and Ticker or Trading Symbol  
BOINGO WIRELESS INC [WIFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
09/01/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP of Operations

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)  
 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	09/01/2017		M	(1)	2,892	A	\$ 0 34,868	D
Common Stock	09/01/2017		F	(2)	1,086	D	\$ 20.49 33,782	D
Common Stock	09/01/2017		M	(3)	1,444	A	\$ 0 35,226	D
Common Stock	09/01/2017		F	(2)	542	D	\$ 20.49 34,684	D
Common Stock	09/01/2017		S		10,000	D	\$ 20.45 24,684	D



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- (3) The shares acquired represent the vesting and automatic settlement of 1444 of the Reporting Person's performance restricted stock units on September 1, 2017.
- (4) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- On February 27, 2015, the Reporting Person was granted 34695 restricted stock units, vesting in a series of twelve successive equal
- (5) 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.
- Following determination of achievement of 2015 performance goals, the Reporting Person received 17320 performance restricted stock
- (6) 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:

Remarks: The trade was made pursuant to a 10b5-1 plan dated 5/10/17

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