

Hagan David
Form 4
April 19, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hagan David

(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)

02/22/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	04/17/2018		M	19,833	A \$ 13.5 684,870	D	
Common Stock	04/17/2018		S	19,833	D \$ 25.12 665,037 (1)	D	
Common Stock	04/18/2018		M	19,833	A \$ 13.5 684,870	D	
Common Stock	04/18/2018		S	19,833	D \$ 25.54 665,037 (2)	D	

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Common Stock	04/19/2018	M	19,834	A	\$ 13.5	684,871	D
Common Stock	04/19/2018	S	19,834	D	\$ 24.78 (3)	665,037	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 Underlying Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 13.5	04/17/2018		M	19,833	<u>(4)</u>	05/03/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 13.5	04/18/2018		M	19,833	<u>(4)</u>	05/03/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 13.5	04/19/2018		M	19,834	<u>(4)</u>	05/03/2021	Common Stock
Performance Restricted Stock Units	<u>(5)</u>	02/22/2018		A	877,792	<u>(6)</u>	<u>(6)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hagan David C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. 23RD FLOOR	X Chief Executive Officer

LOS ANGELES, CA 90024

Signatures

/s/ Efren Medina as Attorney-in-Fact for David
Hagan

04/19/2018

__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).

This transaction was executed in multiple sales through a sales order executed by a broker-dealer at prices ranging from \$24.77 to \$25.26.

- (1) The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

This transaction was executed in multiple sales through a sales order executed by a broker-dealer at prices ranging from \$25.27 to \$25.70.

- (2) The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

This transaction was executed in multiple sales through a sales order executed by a broker-dealer at prices ranging from \$24.58 to \$25.25.

- (3) The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 5/3/12; and with

- (4) respect to an additional 1/36th of the remaining shares subject to this option each month thereafter; as of the transaction date this option is fully vested and exercisable.

- (5) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.

- (6) Reflects certification of the achievement of 2016 performance goals and the award of 877,792 performance restricted stock units (the "RSUs"). The RSUs shall vest on February 1, 2019.

Remarks:

The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan dated 11/17/17

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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