

Hagan David  
Form 4  
March 05, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(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)  
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  
 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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 03/01/2018                           |  | M                              |   | 104,085 (1)   | A  | \$ 0 672,438 D                    |
| Common Stock                    | 03/01/2018                           |  | F                              |   | 51,600 (2)  | D  | \$ 26.06 620,838 D                |
| Common Stock                    | 03/01/2018                           |  | M                              |   | 51,961 (3)  | A  | \$ 0 672,799 D                    |
| Common Stock                    | 03/01/2018                           |  | F                              |   | 25,762 (2)  | D  | \$ 26.06 647,037 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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units                     | (4)  | 03/01/2018                           |  | M                              | 104,085   | (5) (5)  | Common Stock 104,085  |
| Performance Restricted Stock Units         | (4)  | 03/01/2018                           |  | M                              | 51,961  | (6) (6)  | Common Stock 51,961   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Hagan David<br>C/O BOINGO WIRELESS, INC.<br>10960 WILSHIRE BLVD. 23RD FLOOR<br>LOS ANGELES, CA 90024 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Efren Medina as Attorney-in-Fact for David Hagan 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 104085 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 51961 of the Reporting Person's performance restricted stock units on March 1, 2018.
- (4) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.

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(5) In February 2015, the Reporting Person was granted 156,128 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, 52,043 units 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.

(6) 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 77,942 units, of 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. 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.