#### **BOINGO WIRELESS INC**

Form 4 June 16, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

**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

may continue. See Instruction

obligations

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **Davis Chuck** 

2. Issuer Name and Ticker or Trading Symbol

BOINGO WIRELESS INC [WIFI]

5. Relationship of Reporting Person(s) to

Issuer

below)

3. Date of Earliest Transaction

(Month/Day/Year)

06/12/2015

(Check all applicable)

C/O BOINGO WIRELESS. INC., 10960 WILSHIRE BLVD.,

(First)

**SUITE 800** 

(Street)

(State)

4. If Amendment, Date Original

Officer (give title

6. Individual or Joint/Group Filing(Check Applicable Line)

X\_ Director

Filed(Month/Day/Year)

(Zip)

(Middle)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LOS ANGELES, CA 90024

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

D

Reported Transaction(s) (Instr. 3 and 4)

18,720

or Price Amount (D)

(A)

Code V

Common 06/14/2015 Stock

18,720 M \$0 A (1)

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

SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: BOINGO WIRELESS INC - Form 4

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)	5. Number of or Derivative Securities Acquired (A) or Disposed o (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)		88 II S ( (
				Code V	,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	06/12/2015		A	13,289	(3)	(3)	Common Stock	13,289	

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# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Davis Chuck C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90024



## **Signatures**

/s/ Noah Belsky as attorney-in-fact for Chuck
Davis

06/16/2015

\*\*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 18,720 of Reporting Person's restricted stock units on June 14, 2015.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- Subject to continuous service, these Restricted Stock Units shall vest in full upon the earliest of (i) June 12, 2016; (ii) a change in control of Boingo Wireless, Inc.; or (iii) the day immediately prior to Boingo Wireless, Inc.'s first regular meeting of stockholders that occurs in 2016. These Restricted Stock Units will be settled in shares of Common Stock that will be delivered to the Reporting Person shortly after the 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.

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