Tracey Tom Form 4/A April 04, 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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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

(Last)

23RD FLOOR

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 03/01/2018

(Check all applicable)

Director \_X\_\_ Officer (give title below)

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Senior VP of Operations

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year) 03/05/2018

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

LOS ANGELES, CA 90024

C/O BOINGO WIRELESS

INC., 10960 WILSHIRE BLVD.

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	y 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)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/01/2018		Code V M	Amount 2,891 (1)	(D)	Price \$ 0	(Instr. 3 and 4) 49,811 (2)	D	
Common Stock	03/01/2018		F	999 (3)	D	\$ 26.06	48,812 (2)	D	
Common Stock	03/01/2018		M	1,443 (4)	A	\$ 0	50,255 (2)	D	
Common Stock	03/01/2018		F	498 (3)	D	\$ 26.06	49,757 (2)	D	
Common Stock	03/02/2018		S	10,000	D	\$ 25.86	39,757 <u>(2)</u>	D	

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Common Stock	03/02/2018	M	15,000	A	\$ 13.5	54,757 (2)	D
Common Stock	03/02/2018	S	15,000	D	\$ 25.87	39,757 (2)	D
Common Stock	03/05/2018	M	15,000	A	\$ 13.5	54,757 (2)	D
Common Stock	03/05/2018	S	15,000	D	\$ 25.79	39,757 (2)	D
Common Stock	03/05/2018	S	10,000	D	\$ 25.82	29,757 (2)	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

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. Transacti Code (Instr. 8)	onDerivative		6. Date Exercisable and 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	Amoun or Numbe of Shar
Restricted Stock Units	<u>(5)</u>	03/01/2018		M		2,891	<u>(6)</u>	<u>(6)</u>	Common Stock	2,891
Performance Restricted Stock Units	<u>(5)</u>	03/01/2018		M		1,443	<u>(7)</u>	<u>(7)</u>	Common Stock	1,443
Employee Stock Option (Right to Buy)	\$ 13.5	03/02/2018		M		15,000	<u>(8)</u>	05/03/2021	Common Stock	15,00
Employee Stock Option (Right to Buy)	\$ 13.5	03/05/2018		M		15,000	<u>(8)</u>	05/03/2021	Common Stock	15,00

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tracey Tom

C/O BOINGO WIRELESS INC. 10960 WILSHIRE BLVD. 23RD FLOOR LOS ANGELES. CA 90024 Senior VP of Operations

### **Signatures**

/s/ Efren Medina as Attorney-in-Fact for Tom Tracey

04/04/2018

\*\*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 2891 of the Reporting Person's restricted stock units on March 1, 2018
- (2) The amount of shares beneficially owned by the Reporting Person was incorrectly reported on prior Reports. This number represents the correct number of shares beneficially owned.
- (3) Represents shares withheld in connection with the payment of withholding taxes due upon vesting and settlement of restricted stock units.
- (4) The shares acquired represent the vesting and automatic settlement of 1443 of the Reporting Person's performance restricted stock units on March 1, 2018
- (5) 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 (6) 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 (7) 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
- Subject to continuous service, the option is exercisable with respect to 1/4th of the shares subject to this option on 5/3/12 and with 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.

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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