

BOINGO WIRELESS INC  
Form 4  
May 11, 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 \*  
Callahan Dawn

(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)  
05/09/2017

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 Marketing 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 05/09/2017                           |  | S                              | 17,599  | D \$ 16.06  | 58,425   | D   |
| Common Stock                    | 05/10/2017                           |  | S                              | 7,401   | D \$ 15.75  | 51,024   | D   |
| Common Stock                    | 05/10/2017                           |  | S                              | 25,000  | D \$ 15.84  | 26,024   | D   |
| Common Stock                    | 05/10/2017                           |  | S                              | 5,375   | D \$ 16.03  | 20,649   | D   |
| Common Stock                    | 05/10/2017                           |  | M                              | 19,625  | A \$ 1.4  | 40,274   | D   |

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|              |            |   |        |   |          |        |   |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 05/10/2017 | S | 19,625 | D | \$ 15.96 | 20,649 | D |
| Common Stock | 05/11/2017 | M | 7,800  | A | \$ 1.4   | 28,449 | D |
| Common Stock | 05/11/2017 | S | 7,800  | D | \$ 15.82 | 20,649 | D |
| Common Stock | 05/11/2017 | M | 16,825 | A | \$ 1.4   | 37,474 | D |
| Common Stock | 05/11/2017 | S | 16,825 | D | \$ 15.82 | 20,649 | D |
| Common Stock | 05/11/2017 | M | 375    | A | \$ 1.4   | 21,024 | D |
| Common Stock | 05/11/2017 | S | 375    | A | \$ 15.82 | 20,649 | D |

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

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

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(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) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 1.4   | 05/10/2017                           |  | M                              | 19,625  | <u>(1)</u> 12/31/2019                                    | Common Stock  | 19,625 |                            |
| Employee Stock Option (Right to Buy)       | \$ 1.4   | 05/11/2017                           |  | M                              | 7,800   | <u>(2)</u> 04/22/2019                                    | Common Stock  | 7,800  |                            |
|  | \$ 1.4   | 05/11/2017                           |  | M                              | 16,825  | <u>(3)</u> 12/31/2018                                    |   | 16,825 |                            |

|  |        |            |   |     |     |            |  |                 |     |
|--|--------|------------|---|-----|-----|------------|--|-----------------|-----|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) |        |            |   |     |     |            |  | Common<br>Stock |     |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 1.4 | 05/11/2017 | M | 375 | (1) | 12/31/2019 |  | Common<br>Stock | 375 |

## Reporting Owners

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

## Signatures

/s/ Efren Medina as Attorney-in-Fact for Dawn Callahan  
05/11/2017

\*\*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) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 12/31/10; 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.
- (2) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 11/18/09; 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.
- (3) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 5/4/12; 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.