BOINGO WIRELESS INC

Form 4 May 11, 2017

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

2. Issuer Name and Ticker or Trading

BOINGO WIRELESS INC [WIFI]

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Callahan Dawn

> (First) (Middle)

C/O BOINGO WIRELESS INC., 10960 WILSHIRE BLVD. 23RD FLOOR

(Street)

(Month/Day/Year) 05/09/2017

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

Chief Marketing Officer

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

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)			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	05/09/2017		Code V	Amount 17,599	(D)	Price \$ 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.

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	Date Exercisable and piration Date Interpretation Date Interpretation Interpretation (Interpretation Interpretation Interpreta		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	(2)	04/22/2019	Common Stock	7,800	
• •	\$ 1.4	05/11/2017		M	16,825	(3)	12/31/2018		16,825	

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Employee Stock Option (Right to Buy)							Common Stock	
Employee Stock Option (Right to Buy)	\$ 1.4	05/11/2017	М	375	<u>(1)</u>	12/31/2019	Common Stock	375

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Callahan Dawn C/O BOINGO WIRELESS INC. 10960 WILSHIRE BLVD. 23RD FLOOR 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).
- 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 (1) 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.
- 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.
- 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 (3) 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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