

Tracey Tom  
Form 4  
March 25, 2019

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tracey Tom

(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)

03/21/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Senior VP of Operations

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 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)
Common Stock	03/21/2019		M	(A) or (D) Amount 11,092 (1)	\$ 0	40,309	D
Common Stock	03/21/2019		F	(A) or (D) Amount 3,835 (2)	\$ 24.42	36,474	D

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

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information contained in this form are not  
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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)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Restricted Stock Units	(3)	03/21/2019		A	16,639	(4) (4)	Common Stock 16,639
Performance Restricted Stock Units	(3)	03/21/2019		M	11,092	(5) (5)	Common Stock 11,092

## 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  
03/25/2019  
 \*\*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 settlement of 11,092 of the Reporting Person's restricted stock units on March 21, 2019, which vested on February 1, 2019.
- (2) Represents shares withheld in connection with the payment of withholding taxes due upon the vesting and settlement of the performance restricted stock units.
- (3) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- (4) Reflects certification of the achievement of 2017 performance goals and the award of 16,639 performance restricted stock units, vesting with respect to 66 2/3 % of such units on or about February 1, 2019 and settled on March 21, 2019, and with respect to the balance in a series of four successive equal quarterly installments thereafter, so that the performance restricted stock units will become fully vested by February 1, 2020.
- (5) Following certification of the achievement of 2017 performance goals, the Reporting Person received 16,639 performance restricted stock units, and has vested with respect to 66 2/3% of such units on February 1, 2019, which shares were settled on March 21, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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