

BOINGO WIRELESS INC

Form 4

September 03, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hovenier Peter

(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)

09/01/2015

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 below) \_\_\_\_ Other (specify below)

Chief Financial Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)<br>Price                                                                                |                                                                      |                                                                   |
| Common<br>Stock                       | 09/01/2015                              |                                                             | M                                       |                                                                            | 8,682<br>(1)                                                                                                       | A                                                                    | \$ 0 62,162 D                                                     |
| Common<br>Stock                       | 09/01/2015                              |                                                             | F                                       |                                                                            | 3,262<br>(2)                                                                                                       | D                                                                    | \$ 7.37 58,900 D                                                  |
| Common<br>Stock                       | 09/01/2015                              |                                                             | M                                       |                                                                            | 8,674<br>(3)                                                                                                       | A                                                                    | \$ 0 67,574 D                                                     |
| Common<br>Stock                       | 09/01/2015                              |                                                             | F                                       |                                                                            | 3,259<br>(2)                                                                                                       | D                                                                    | \$ 7.37 64,315 D                                                  |
| Common<br>Stock                       | 09/01/2015                              |                                                             | M                                       |                                                                            | 3,421<br>(4)                                                                                                       | A                                                                    | \$ 0 67,736 D                                                     |

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Common Stock      09/01/2015      F      1,285  
(2)      D      \$ 7.37      66,451      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.**

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units                     | (5)                                                    | 09/01/2015                           |                                                    | M                              | 8,682                                                                          | (6) (6)                                                  | Common Stock                                                  | 8,682                         |
| Restricted Stock Units                     | (5)                                                    | 09/01/2015                           |                                                    | M                              | 8,674                                                                          | (7) (7)                                                  | Common Stock                                                  | 8,674                         |
| Performance Restricted Stock Units         | (5)                                                    | 09/01/2015                           |                                                    | M                              | 3,421                                                                          | (8) (8)                                                  | Common Stock                                                  | 3,421                         |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Hovenier Peter  
C/O BOINGO WIRELESS, INC.  
10960 WILSHIRE BLVD. 23RD FLOOR  
LOS ANGELES, CA 90024

Chief Financial Officer

## Signatures

/s/ Efren Medina as Attorney-in-Fact for Peter Hovenier

09/03/2015

\*\*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 8682 of reporting person's restricted stock units on September 1, 2015.

(2) Represents shares withheld in connection with the payment of withholding taxes due on vesting and settlement of restricted stock units.

(3) The shares acquired represent the vesting and automatic settlement of 8674 of reporting person's restricted stock units on September 1, 2015.

(4) The shares acquired represent the vesting and automatic settlement of 3421 of reporting person's performance restricted stock units on September 1, 2015.

(5) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock

The restricted stock units will vest in a series of twelve successive equal quarterly installments beginning on March 1, 2014, so that the  
(6) restricted stock units will become fully vested on March 1, 2017. The restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.

The restricted stock units will vest in twelve successive equal quarterly installments beginning on March 1, 2015, so that the restricted  
(7) stock units will become fully vested on March 1, 2018. The restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.

This transaction reflects, with respect to the number of shares reported, achievement of the fiscal year 2014 performance goals applicable to the Reporting Person's fiscal year 2014 performance restricted stock unit award. Of these performance restricted stock units, 1/3 will  
(8) vest on March 1, 2015 and the balance will vest in a series of eight successive equal quarterly installments thereafter, so that the performance restricted stock units will become fully vested on March 1, 2017. The performance restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each 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.

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