

Tracey Tom  
Form 4/A  
April 04, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)  
03/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/05/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior VP of Operations

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)
Common Stock	03/01/2018		M	(A) 2,891 (1)	\$ 0 49,811 (2)	D	
Common Stock	03/01/2018		F	999 (3)	\$ 26.06 48,812 (2)	D	
Common Stock	03/01/2018		M	1,443 (4)	\$ 0 50,255 (2)	D	
Common Stock	03/01/2018		F	498 (3)	\$ 26.06 49,757 (2)	D	
Common Stock	03/02/2018		S	10,000	\$ 25.86 39,757 (2)	D	

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

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

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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
Restricted Stock Units	<sup>(5)</sup>	03/01/2018		M	2,891	<sup>(6)</sup> <sup>(6)</sup>	Common Stock 2,891
Performance Restricted Stock Units	<sup>(5)</sup>	03/01/2018		M	1,443	<sup>(7)</sup> <sup>(7)</sup>	Common Stock 1,443
Employee Stock Option (Right to Buy)	\$ 13.5	03/02/2018		M	15,000	<sup>(8)</sup> 05/03/2021	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 13.5	03/05/2018		M	15,000	<sup>(8)</sup> 05/03/2021	Common Stock 15,000

# 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
- (8) 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. expenses incurred by Consultant in the performance of his duties to the Company. Consultant is entitled to participate in any and all benefit plans, from time to time, in effect for senior management, along with vacation, sick and holiday pay in accordance with the Company's policies established and in effect from time to time. The Consultant shall be issued 5,000,000 shares of the Company's common stock, 50% of which vested upon execution of the Agreement and the remaining 50% of which will vest on the one year anniversary of the Agreement as long as the Consultant is still engaged by the Company and Designated Person is still serving as chief executive officer or as a member of the board of directors of the Company. Consultant's and Designated Person's position with the Company may be terminated at any time, with or without cause or good reason, upon at least 30 days prior written notice. In the event that Consultant's and Designated Person's position is terminated by the Company without cause or for good reason (including upon a Change of Control, as defined in the Agreement), the Consultant shall be entitled to the Base Compensation over the course of the remaining term of the Agreement following termination as well as any unpaid bonus or other compensation due and payable to Consultant through the date of

termination. During the term of the Agreement and for a period of twelve months thereafter, Consultant and Designated Person will be subject to non-competition and non-solicitation provisions, subject to standard exceptions.

Share-Based Compensation

On February 5, 2010 the Company issued an aggregate of 11 million restricted shares of the Company's common stock of the Company to three persons for services rendered. Of the shares issued, 5 million shares of common stock were issued to Colonial Ventures, LLC (see above), an affiliate of our Chairman and Chief Executive Officer, 50% of which vest one year from the date of issuance. The Company valued these common shares at the fair market value on the date of grant at \$0.115 per share or \$1,265,000.

Reincorporation from Florida to Delaware

On March 16, 2010, the Company filed a definitive information statement of Schedule 14C (the "Definitive Schedule 14C") with the Securities and Exchange Commission (the "SEC") notifying its stockholders that on March 2, 2010, a majority of the voting capital stock of the Company took action in lieu of a special meeting of stockholders authorizing the Company to enter into an Agreement and Plan of Merger (the "Merger Agreement") with its newly-formed wholly-owned subsidiary, EClips Media Technologies, Inc., a Delaware corporation ("EClips Media") for the purpose of changing the state of incorporation of the Company to Delaware from Florida. Pursuant to the Merger Agreement, the Company will be merged with and into EClips Media with EClips Media continuing as the surviving corporation (the "Merger"). The Merger will be effective approximate 20 days after the mailing of the Definitive Schedule 14C.

On the effective date of the Merger, (i) each issued and outstanding share of Common Stock of the Company shall be converted into two (2) shares of EClips Media Common Stock, (ii) each issued and outstanding share of Series D Preferred Stock of the Company shall be converted into two (2) shares of EClips Media Series A Preferred Stock and (iii) the outstanding share of EClips Media Common Stock held by the Company shall be retired and canceled and shall resume the status of authorized and unissued EClips Media Common Stock. The outstanding 6% convertible debentures due February 4, 2012 of the Company shall be assumed by EClips Media and converted into outstanding 6% convertible debentures due February 4, 2012 of EClips Media. All options and rights to acquire the Company's Common Stock, and all outstanding warrants or rights outstanding to purchase the Company's Common Stock, will automatically be converted into equivalent options, warrants and rights to purchase two (2) times the number of shares of EClips Media Common Stock at fifty (50%) percent of the exercise, conversion or strike price of such converted options, warrants and rights.