

BOINGO WIRELESS INC  
Form 4  
March 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Callahan Dawn

(Last) (First) (Middle)

10960 WILSHIRE BLVD., SUITE 800

(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)  
03/02/2015

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 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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 03/02/2015                           |  | M                              |   | 4,414<br>(1) \$ 0   | 28,968   | D                                 |
| Common Stock                    | 03/02/2015                           |  | F                              |   | 1,800 D \$ 7.2  | 27,168   | D                                 |
| Common Stock                    | 03/02/2015                           |  | M                              |   | 2,894<br>(2) \$ 0   | 30,062   | D                                 |
| Common Stock                    | 03/02/2015                           |  | F                              |   | 1,180 D \$ 7.2  | 28,882   | D                                 |
| Common Stock                    | 03/02/2015                           |  | M                              |   | 4,561<br>(3) \$ 0   | 33,443   | D                                 |

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Common Stock      03/02/2015      F      1,672      D      \$ 7.2      31,771      D

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

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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 (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                     | (4)  | 03/02/2015                           |  | M                              | 4,414  | (5)      (5)   | Common Stock  | 4,414                         |
| Restricted Stock Units                     | (4)  | 03/02/2015                           |  | M                              | 2,894  | (6)      (6)   | Common Stock  | 2,894                         |
| Performance Restricted Stock Units         | (4)  | 03/02/2015                           |  | M                              | 4,561  | (7)      (7)   | Common Stock  | 4,561                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships  |
|---|--|
| Callahan Dawn<br>10960 WILSHIRE BLVD.<br>SUITE 800<br>LOS ANGELES, CA 90024 | Director    10% Owner    Officer    Other<br><br>Chief Marketing Officer |

## Signatures

/s/ Efren Medina as Attorney-in-Fact for Dawn Callahan      03/18/2015

\_\_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 4,414 of reporting person's restricted stock units on March 2, 2015.
- (2) The shares acquired represent the vesting and automatic settlement of 2,894 of reporting person's restricted stock units on March 2, 2015.
- (3) The shares acquired represent the vesting and automatic settlement of 4561 of reporting person's performance restricted stock units on March 2, 2015
- (4) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock  
The restricted stock units will vest with respect to 50% of the restricted stock units on March 1, 2014, and with respect to the balance of
- (5) the restricted stock units in a series of four successive equal quarterly installments thereafter. 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 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.  
1/3 of these performance restricted stock units will vest on March 1, 2015 and the balance will vest in a series of eight successive equal
- (7) 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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