

BOINGO WIRELESS INC

Form 4

June 13, 2016

**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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JONES TERRELL B**

(Last) (First) (Middle)

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

(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)

**06/09/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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<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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/09/2016                              |                                                             | M                                       | (A)<br>or<br>(D)<br>Amount<br>13,289<br>(1)                                | Price<br>\$ 0                                                                                                      | 39,678 (2)                                                           | 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  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |        | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                    |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------|---------------------------------------------------------------------|--------------------|-----------------|------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)    | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Share |
| Restricted<br>Stock<br>Units                        | (3)                                                                   | 06/09/2016                              |                                                             | M                                       |                                                                                                        |                                                                | 13,289 | (4)                                                                 | (4)                | Common<br>Stock | 13,289                             |
| Restricted<br>Stock<br>Units                        | (3)                                                                   | 06/09/2016                              |                                                             | A                                       |                                                                                                        |                                                                | 15,000 | (5)                                                                 | (5)                | Common<br>Stock | 15,000                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships                    |
|-----------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                     | Director 10% Owner Officer Other |
| JONES TERRELL B<br>C/O BOINGO WIRELESS INC.<br>10960 WILSHIRE BLVD 23RD FL<br>LOS ANGELES, CA 90024 | X                                |

## Signatures

/s/ Efren Medina as Attorney-in-Fact for Terrell  
Jones

06/13/2016

\_\_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 13289 of the Reporting Person's restricted stock units on June 9, 2016.
- (2) Represents the Reporting Person's cumulative ownership as of the date of this filing
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock
- (4) On June 12, 2015, the Reporting Person was granted 13289 restricted stock units, vesting in full upon the earliest of (i) June 12, 2016; (ii) a change in control of Boingo Wireless, Inc.; or (iii) the day immediately prior to Boingo Wireless, Inc.'s first regular meeting of stockholders that occurs in 2016. The restricted stock units are settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.
- (5) Subject to continuing service, such RSUs shall vest in full upon the earliest of (i) June 13, 2017, (ii) a change in control of the Company, or (iii) the day immediately prior to the Company's first regular meeting of stockholders that occurs in 2017

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.