

BOINGO WIRELESS INC

Form 4

October 15, 2013

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 *
Hagan David

(Last) (First) (Middle)

C/O BOINGO WIRELESS,
INC., 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)

10/14/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive 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	10/14/2013		M		16,020	A	\$ 0.75
Common Stock	10/14/2013		S		16,020	D	\$ 7.18
Common Stock	10/14/2013		M		3,692	A	\$ 0.75
Common Stock	10/14/2013		S		3,692	D	\$ 7.18
Common Stock	10/14/2013		M		5,288	A	\$ 0.75

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Common Stock 10/14/2013 S 5,288 D \$ 7.18 310,000 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
Employee Stock Option (Right to Buy)	\$ 0.75	10/14/2013		M		16,020		<u>(1)</u>	03/02/2014	Common Stock	16,020
Employee Stock Option (Right to Buy)	\$ 0.75	10/14/2013		M		3,692		<u>(2)</u>	12/21/2014	Common Stock	3,692
Employee Stock Option (Right to Buy)	\$ 0.75	10/14/2013		M		5,288		<u>(3)</u>	12/21/2014	Common Stock	5,288

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hagan David C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90024	X Chief Executive Officer

Signatures

/s/ Noah Belsky as Attorney-in-fact for David
Hagan

10/15/2013

__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).

Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 1/01/2005; and with
(1) respect 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.

Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 12/21/2005; and with
(2) respect 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.

Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 12/21/2005; and with
(3) respect 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.

Remarks:

The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan dated 9/13/2013.

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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