

BOINGO WIRELESS INC
Form 4
September 09, 2014

FORM 4

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

OMB APPROVAL

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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)
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)
09/02/2014

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)
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 Ownership (Instr. 4)	
			Code	V	Amount or (D) Price			
Common Stock	09/02/2014		M		4,414 (1)	A	\$ 0 26,633	D
Common Stock	09/02/2014		F		1,658	D	\$ 6.91 24,975	D
Common Stock	09/02/2014		M		2,894 (2)	A	\$ 0 27,869	D
Common Stock	09/02/2014		F		1,087	D	\$ 6.91 26,782	D

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

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The shares acquired represent the vesting and automatic settlement of 2,894 of reporting person's restricted stock units on September 2, 2014.

- (3) 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
- (4) 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
- (5) 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.

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.