

JONES TERRELL B  
Form 4  
June 08, 2018

**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 \*  
JONES TERRELL B

2. Issuer Name and Ticker or Trading Symbol  
BOINGO WIRELESS INC [WIFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
06/06/2018

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90024

(City) (State) (Zip)

**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	06/06/2018		M	7,164 (1) A \$ 0	72,347	D	

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

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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 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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(2)</u>	06/06/2018		M	7,164	<u>(3)</u> <u>(3)</u>	Common Stock	7,164
Restricted Stock Units	<u>(2)</u>	06/07/2018		A	5,714	<u>(4)</u> <u>(4)</u>	Common Stock	5,714

**Reporting Owners**

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

**Signatures**

/s/ Efren Medina as Attorney-in-Fact for Terrell Jones 06/08/2018

\*\*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 7164 of the Reporting Person's restricted stock units on June 6, 2018.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- (3) Subject to continuing service, such RSUs shall vest in full upon the earliest of (i) June 9, 2018, (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 2018.
- (4) Subject to continuing service, such RSUs shall vest in full upon the earliest of (i) June 7, 2019, (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 2019.

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.