BOINGO WIRELESS INC

Form 4

March 02, 2015

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

(Zip)

Hovenier Peter

2. Issuer Name and Ticker or Trading Symbol

BOINGO WIRELESS INC [WIFI]

3. Date of Earliest Transaction

02/26/2015

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

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Estimated average

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

C/O BOINGO WIRELESS. INC., 10960 WILSHIRE BLVD.

SUITE 800

(City)

(Last)

(Month/Day/Year)

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

Chief Financial Officer

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LOS ANGELES, CA 90024

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Restricted Stock Units	(1)	02/27/2015		A		104,085		(2)	(2)	Common Stock	104,08
Performance Restricted Stock Units	<u>(1)</u>	02/26/2015		A		41,050		(3)	(3)	Common Stock	41,050

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hovenier Peter C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024

Chief Financial Officer

Signatures

/s/ Efren Medina as Attorney-in-Fact for Peter Hovenier

03/02/2015

**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) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- The restricted stock units will vest in twelve successive equal quarterly installments beginning on March 1, 2015, so that the restricted (2) stock units will become fully vested on March 1, 2018. 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.
 - This transaction reflects, with respect to the number of shares reported, achievement of the fiscal year 2014 performance goals applicable to the Reporting Person's fiscal year 2014 performance restricted stock unit award. Of these performance restricted stock units, 1/3 will
- (3) vest on March 1, 2015 and the balance will vest in a series of eight successive equal 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. 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.

Reporting Owners 2