

MISUNAS KATHY
Form 4
June 18, 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 *
MISUNAS KATHY

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)
C/O BOINGO WIRELESS
INC., 10960 WILSHIRE BLVD STE
2300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2018

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

LOS ANGELES, CA 90024

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/14/2018 | | M | A | 7,610 (1) \$ 0 | 22,384 | 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (2) | 06/14/2018 | | M | 7,610 | (3) (3) | Common Stock | 7,610 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MISUNAS KATHY C/O BOINGO WIRELESS INC. 10960 WILSHIRE BLVD STE 2300 LOS ANGELES, CA 90024 | | X | | |

Signatures

/s/ Efren Medina as Attorney-in-Fact for Kathleen Misunas 06/18/2018

**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 of 7610 of the Reporting Person's restricted stock units on June 8, 2018 which were settled on June 14, 2018.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
Subject to continuous service, these Restricted Stock Units shall vest 33 1/3% per year over a three-year period commencing on August 9, 2016, provided, however, that subject to continuous service, these Restricted Stock Units shall vest upon the earlier of (i) a change in control of Boingo Wireless, Inc.; or (ii) the day immediately prior to Boingo Wireless, Inc.'s first regular meeting of stockholders that occurs in 2019. These 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.