

Tracey Tom
Form 4
March 05, 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 *
Tracey Tom

(Last) (First) (Middle)

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

(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)
03/01/2018

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/01/2018		M	2,891 ⁽¹⁾	\$ 0	49,818	D
Common Stock	03/01/2018		F	999 ⁽²⁾	\$ 26.06	48,819	D
Common Stock	03/01/2018		M	1,443 ⁽³⁾	\$ 0	50,262	D
Common Stock	03/01/2018		F	498 ⁽²⁾	\$ 26.06	49,764	D
Common Stock	03/02/2018		S	10,000	\$ 25.86	39,764	D

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Common Stock	03/02/2018	M	15,000	A	\$ 13.5	54,764	D
Common Stock	03/02/2018	S	15,000	D	\$ 25.87	39,764	D
Common Stock	03/05/2018	M	15,000	A	\$ 13.5	54,764	D
Common Stock	03/05/2018	S	15,000	D	\$ 25.79	39,764	D
Common Stock	03/05/2018	S	10,000	D	\$ 25.82	29,764	D

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

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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
Restricted Stock Units	(4)	03/01/2018		M	2,891	(5) (5)	Common Stock 2,891
Performance Restricted Stock Units	(4)	03/01/2018		M	1,443	(6) (6)	Common Stock 1,443
Employee Stock Option (Right to Buy)	\$ 13.5	03/02/2018		M	15,000	(7) 05/03/2021	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 13.5	03/05/2018		M	15,000	(7) 05/03/2021	Common Stock 15,000

