

BOINGO WIRELESS INC
Form 4
April 08, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
04/06/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/06/2015 | | S | 2,500 D \$ 8.3 | 36,046 | D | |
| Common Stock | 04/06/2015 | | M | 4,583 A \$ 1.4 | 40,629 | D | |
| Common Stock | 04/06/2015 | | S | 4,583 D \$ 8.3 | 36,046 | D | |
| Common Stock | 04/06/2015 | | M | 750 A \$ 1.4 | 36,796 | D | |
| Common Stock | 04/06/2015 | | S | 750 D \$ 8.3 | 36,046 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|--------|--------|---|
| Common Stock | 04/06/2015 | M | 771 | A | \$ 1.4 | 36,817 | D |
| Common Stock | 04/06/2015 | S | 771 | D | \$ 8.3 | 36,046 | D |

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

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 1.4 | 04/06/2015 | | M | 4,583 | <u>(1)</u> 12/31/2019 | Common Stock | 4,583 |
| Employee Stock Option (Right to Buy) | \$ 1.4 | 04/06/2015 | | M | 750 | <u>(2)</u> 04/22/2019 | Common Stock | 750 |
| Employee Stock Option (Right to Buy) | \$ 1.4 | 04/06/2015 | | M | 771 | <u>(3)</u> 12/31/2018 | Common Stock | 771 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Tracey Tom
10960 WILSHIRE BLVD.
SUITE 800
LOS ANGELES, CA 90024

Senior VP of Operations

Signatures

/s/ Efren Medina as Attorney-in-Fact for Tom
Tracey

04/08/2015

__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).
Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 12/31/2010; and with
(1) respect to an additional 1/36th of the remaining shares subject to this option each month thereafter; as of the transaction date this option is fully vested and exercisable.
Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 11/18/2009; and with
(2) respect to an additional 1/36th of the remaining shares subject to this option each month thereafter; as of the transaction date this option is fully vested and exercisable.
(3) As of the date of the transaction date this option is fully vested and exercisable.

Remarks:

The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan dated 3/6/15.

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.