

Callahan Dawn  
Form 4  
June 13, 2018

**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 \*  
Callahan Dawn

(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)  
06/11/2018

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)  
Chief Marketing Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 06/11/2018                           |  | M                              |   | 25,000 A \$ 13.5  | 50,654   | D                                 |
| Common Stock                    | 06/11/2018                           |  | S                              |   | 25,000 D \$ 23.42 (1)   | 25,654   | D                                 |
| Common Stock                    | 06/12/2018                           |  | M                              |   | 11,816 A \$ 13.5  | 37,470   | D                                 |
| Common Stock                    | 06/12/2018                           |  | S                              |   | 11,816 D \$ 23.5 (2)  | 25,654   | D                                 |
|                                 | 06/13/2018                           |  | M                              |   | 13,184 A \$ 13.5  | 38,838   | D                                 |

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Common  
Stock

|                 |            |   |        |   |             |        |   |
|-----------------|------------|---|--------|---|-------------|--------|---|
| Common<br>Stock | 06/13/2018 | S | 13,184 | D | \$<br>23.67 | 25,654 | D |
|                 |            |   |        |   | <u>(3)</u>  |        |   |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (Right to Buy)       | \$ 13.5  | 06/11/2018                           |  | M                              | 25,000  | <u>(4)</u> 05/03/2021                                    | Common Stock 25,000   |
| Employee Stock Option (Right to Buy)       | \$ 13.5  | 06/12/2018                           |  | M                              | 11,816  | <u>(4)</u> 05/03/2021                                    | Common Stock 11,816   |
| Employee Stock Option (Right to Buy)       | \$ 13.5  | 06/13/2018                           |  | M                              | 13,184  | <u>(4)</u> 05/03/2021                                    | Common Stock 13,184   |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other  
Chief Marketing Officer

Callahan Dawn  
C/O BOINGO WIRELESS INC.  
10960 WILSHIRE BLVD. 23RD FLOOR  
LOS ANGELES, CA 90024

## Signatures

/s/ Efren Medina as Attorney-in-Fact for Dawn  
Callahan

06/13/2018

\_\_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).

This transaction was executed in multiple sales through a sales order executed by a broker-dealer at prices ranging from \$23.27 to \$23.67.

- (1) The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

This transaction was executed in multiple sales through a sales order executed by a broker-dealer at prices ranging from \$23.48 to \$23.53.

- (2) The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

This transaction was executed in multiple sales through a sales order executed by a broker-dealer at prices ranging from \$23.50 to \$23.92.

- (3) The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 5/3/12; and with

- (4) 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.

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.