

Hovenier Peter
Form 4
February 05, 2019

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 *
Hovenier Peter

(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)
02/01/2019

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 Financial 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	02/01/2019		M		585,194 (1)	A	\$ 0 604,194	D
Common Stock	02/01/2019		F		304,560 (2)	D	\$ 24.42 299,634	D
Common Stock	02/01/2019		M		390,130 (3)	A	\$ 0 689,764	D
Common Stock	02/01/2019		F		203,041 (2)	D	\$ 24.42 486,723	D
Common Stock	02/05/2019		S		5,000	D	\$ 23.95 481,723	D

(4)

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
Performance Restricted Stock Units	(5)	02/01/2019		M	585,194	(6)	(6)	Common Stock	585,194
Restricted Stock Units	(5)	02/01/2019		M	390,130	(7)	(7)	Common Stock	390,130

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hovenier Peter C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. 23RD FLOOR LOS ANGELES, CA 90024			Chief Financial Officer	

Signatures

/s/ Efren Medina as Attorney-in-Fact for Peter Hovenier
02/05/2019

**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 and automatic settlement of 585194 of Reporting Person's stock units on February 1, 2019

(2) Represents shares withheld in connection with the payment of taxes due of vesting of restricted shares.

(3) The shares acquired represent the vesting and automatic settlement of 390130 of Reporting Person's stock units on February 1, 2019.

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This transaction was executed in multiple sales through a sales order executed by a broker-dealer at prices ranging from \$23.83 to \$24.20.

- (4) 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.
- (5) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- (6) Reflects certification of the achievement of 2016 performance goals and the award of 585,195 performance restricted stock units (the "RSUs"). The RSUs shall vest on February 1, 2019.
- (7) Provided the Recipient remains in continuous service on February 1, 2019, the RSUs will vest in full on such date.

Remarks:

The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan dated 9/14/18

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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