

Hovenier Peter  
 Form 4  
 September 11, 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 \*  
 Hovenier Peter

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.  
 23RD FLOOR  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/07/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

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		
				Code	V	Amount	
Common Stock	09/07/2018		M		3,200	A	\$ 13.5 22,200 D
Common Stock	09/07/2018		S		3,200	D	\$ 33.46 19,000 D (1)
Common Stock	09/10/2018		M		4,091	A	\$ 13.5 23,091 D
Common Stock	09/10/2018		S		4,091	D	\$ 33.52 19,000 D (2)

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Common Stock	09/10/2018		M	370	A	\$ 13.5	19,370	D
Common Stock	09/10/2018		S	370	D	\$ 33.4	19,000	D
Common Stock	09/11/2018		M	2,339	A	\$ 13.5	21,339	D
Common Stock	09/11/2018		S	2,339	D	\$ 33.3 (3)	19,000	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	\$ 13.5	09/07/2018		M	3,200	(4) 05/03/2021	Common Stock	3,200
Employee Stock Option (Right to Buy)	\$ 13.5	09/10/2018		M	4,091	(4) 05/03/2021	Common Stock	4,091
Employee Stock Option (Right to Buy)	\$ 13.5	09/10/2018		M	370	(4) 05/03/2021	Common Stock	370
Employee Stock	\$ 13.5	09/11/2018		M	2,339	(4) 05/03/2021	Common Stock	2,339

Option  
(Right to  
Buy)

## 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	09/11/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) This transaction was executed in multiple sales through a sales order executed by a broker-dealer at prices ranging from \$33.41 to \$33.51. 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.
- (2) This transaction was executed in multiple sales through a sales order executed by a broker-dealer at prices ranging from \$33.50 to \$33.64. 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.
- (3) This transaction was executed in multiple sales through a sales order executed by a broker-dealer at prices ranging from \$33.30 to \$33.39. 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.
- (4) 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 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.