

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

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2019

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

(Street)

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

LOS ANGELES, CA 90024

(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 Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 02/01/2019                           |  | M                              |   | 585,194<br>(1)  | A  | \$ 0 604,194  | D |
| Common Stock                    | 02/01/2019                           |  | F                              |   | 304,560<br>(2)  | D  | \$ 24.42 299,634                                      | D |
| Common Stock                    | 02/01/2019                           |  | M                              |   | 390,130<br>(3)  | A  | \$ 0 689,764  | D |
| Common Stock                    | 02/01/2019                           |  | F                              |   | 203,041<br>(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<br>C/O BOINGO WIRELESS, INC.<br>10960 WILSHIRE BLVD. 23RD FLOOR<br>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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