

BOINGO WIRELESS INC
Form 4
December 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Hulse Nicholas W

(Last) (First) (Middle)

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)
12/01/2015

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)
President

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 (A) or (D) Price		
Common Stock	12/01/2015		M		11,576 (1) A \$ 0 62,061	D	
Common Stock	12/01/2015		F		6,031 (2) D \$ 6.51 56,030	D	
Common Stock	12/01/2015		M		8,673 (3) A \$ 0 64,703	D	
Common Stock	12/01/2015		F		4,519 (2) D \$ 6.51 60,184	D	
Common Stock	12/01/2015		M		4,561 (4) A \$ 0 64,745	D	

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Common Stock 12/01/2015 F 2,376(2) D \$ 6.51 62,369 D

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

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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)	Amount or Number of Shares
Restricted Stock Units	(5)	12/01/2015		M	V (A) (D) 11,576	(6) (6)	Common Stock	11,576
Restricted Stock Units	(5)	12/01/2015		M	V (A) (D) 8,673	(7) (7)	Common Stock	8,673
Performance Restricted Stock Units	(5)	12/01/2015		M	V (A) (D) 4,561	(8) (8)	Common Stock	4,561

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hulse Nicholas W 10960 WILSHIRE BLVD. 23RD FLOOR LOS ANGELES, CA 90024			President	

Signatures

/s/ Efren Medina as Attorney-in-Fact for Nicholas Hulse

12/03/2015

__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).

(1) The shares acquired represent the vesting and automatic settlement of 11576 of reporting person's restricted stock units on December 1, 2015

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

(3) The shares acquired represent the vesting and automatic settlement of 8673 of reporting person's restricted stock units on December 1, 2015

(4) The shares acquired represent the vesting and automatic settlement of 4561 of reporting person's performance restricted stock units on December 1, 2015

(5) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock

(6) The restricted stock units will vest in a series of twelve successive equal quarterly installments beginning on March 1, 2014, so that the restricted stock units will become fully vested on March 1, 2017. The restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.

(7) The restricted stock units will vest in twelve successive equal quarterly installments beginning on March 1, 2015, so that the restricted stock units will become fully vested on March 1, 2018. The restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.

(8) This transaction reflects, with respect to the number of shares reported, achievement of the fiscal year 2014 performance goals applicable to the Reporting Person's fiscal year 2014 performance restricted stock unit award. Of these performance restricted stock units, 1/3 will vest on March 1, 2015 and the balance will vest in a series of eight successive equal quarterly installments thereafter, so that the performance restricted stock units will become fully vested on March 1, 2017. The performance restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.

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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