

Hagan David  
Form 4  
February 05, 2019

**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 \*  
Hagan David

(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 Executive 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		877,792 (1)	A	\$ 0 1,353,106 D
Common Stock	02/01/2019		F		455,955 (2)	D	\$ 24.42 897,151 D
Common Stock	02/01/2019		M		585,195 (3)	A	\$ 0 1,482,346 D
Common Stock	02/01/2019		F		303,971 (2)	D	\$ 24.42 1,178,375 D

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 of Number of Shares
Performance Restricted Stock Units	(4)	02/01/2019		M	877,792	(5)	(5)	Common Stock	877,792
Restricted Stock Units	(4)	02/01/2019		M	585,195	(6)	(6)	Common Stock	585,195

## Reporting Owners

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

## Signatures

/s/ Efren Medina as Attorney-in-Fact for David Hagan  
Date: 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 877792 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 585195 of Reporting Person's stock units on February 1, 2019.
- (4) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- (5) 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.

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(6) Provided the Recipient remains in continuous service on February 1, 2019, the RSUs will vest in full on such 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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