

Callahan Dawn
Form 4
March 25, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Callahan Dawn

(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)

03/21/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Marketing Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
Common Stock	03/21/2019		M	(A) or (D) Amount 11,092 (1)	\$ 0 19,027	D	
Common Stock	03/21/2019		F	(A) or (D) Amount 5,744 (2)	\$ 24.42 13,283	D	

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Restricted Stock Units	(3)	03/21/2019		A	16,639	(4) (4)	Common Stock 16,639
Performance Restricted Stock Units	(3)	03/21/2019		M	11,092	(5) (5)	Common Stock 11,092

Reporting Owners

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

Signatures

/s/ Efren Medina as Attorney-in-Fact for Dawn Callahan 03/25/2019

__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 settlement of 11,092 of the Reporting Person's restricted stock units on March 21, 2019, which vested on February 1, 2019.
- (2) Represents shares withheld in connection with the payment of withholding taxes due upon the vesting and settlement of the performance restricted stock units.
- (3) Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- (4) Reflects certification of the achievement of 2017 performance goals and the award of 16,639 performance restricted stock units, vesting with respect to 66 2/3 % of such units on or about February 1, 2019 and settled on March 21, 2019, and with respect to the balance in a series of four successive equal quarterly installments thereafter, so that the performance restricted stock units will become fully vested by February 1, 2020.
- (5) Following certification of the achievement of 2017 performance goals, the Reporting Person received 16,639 performance restricted stock units, and has vested with respect to 66 2/3% of such units on February 1, 2019, which shares were settled on March 21, 2019.

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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