

Callahan Dawn  
Form 4  
May 03, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

05/01/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_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 (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)
Common Stock	05/01/2019		M	(A) or (D) Amount 1,388 (1)	\$ 0 14,671	D	
Common Stock	05/01/2019		F	726 (2) D 22.68	\$ 13,945	D	
Common Stock	05/01/2019		M	581 (3) A \$ 0	14,526	D	
Common Stock	05/01/2019		F	304 (2) D 22.68	\$ 14,222	D	
Common Stock	05/01/2019		M	529 (4) A \$ 0	14,751	D	

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Common Stock	05/01/2019	F	276 <sup>(2)</sup>	D	\$ 22.68	14,475	D
Common Stock	05/01/2019	M	1,047 <sup>(5)</sup>	A	\$ 0	15,522	D
Common Stock	05/01/2019	F	548 <sup>(2)</sup>	D	\$ 22.68	14,974	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)

**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
				Code	V	(A)	(D)		
Performance Restricted Stock Units	(6)	05/01/2019		M		1,388	(7)	(7)	Common Stock 1,388
Restricted Stock Units	(6)	05/01/2019		M		581	(8)	(8)	Common Stock 581
Restricted Stock Units	(6)	05/01/2019		M		529	(9)	(9)	Common Stock 529
Restricted Stock Units	(6)	05/01/2019		M		1,047	(10)	(10)	Common Stock 1,047

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Callahan Dawn  
C/O BOINGO WIRELESS INC.  
10960 WILSHIRE BLVD. 23RD FLOOR

Chief Marketing Officer

LOS ANGELES, CA 90024

## Signatures

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

05/03/2019

\_\_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 1388 of Reporting Person's performance 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 581 of Reporting Person's stock units on February 1, 2019.

(4) The shares acquired represent the vesting and automatic settlement of 529 of Reporting Person's stock units on February 1, 2019.

(5) The shares acquired represent the vesting and automatic settlement of 1047 of Reporting Person's stock units on February 1, 2019.

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

(7) Following certification of 2017 performance goals, the Reporting Person received 16,639 performance restricted stock units, vesting with respect to 66 2/3% of such units on February 1, 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 on February 1, 2020.

(8) The restricted stock units will vest in a series of twelve equal quarterly installments beginning on February 1, 2019, so that the restricted stock units will become fully vested on February 1, 2022. 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.

(9) The restricted stock units will vest in twelve successive equal quarterly installments beginning on February 1, 2018, so that the restricted stock units will become fully vested on February 1, 2021. 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.

(10) The restricted stock units will vest in twelve successive equal quarterly installments beginning on February 1, 2017, so that the restricted stock units will become fully vested on February 1, 2020. 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.

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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