BOINGO WIRELESS INC

Form 4

December 13, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hagan David

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

BOINGO WIRELESS INC [WIFI]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(Middle)

(Zip)

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

12/12/2013

(Check all applicable) 10% Owner _X__ Director

C/O BOINGO WIRELESS. INC., 10960 WILSHIRE BLVD., **SUITE 800**

4. If Amendment, Date Original

Chief Executive Officer

X_ Officer (give title

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

LOS ANGELES, CA 90024

(City)

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 on (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|---|---|--|------------------|------------|--|--|---|
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (======= | (======== |
| Common Stock | 12/12/2013 | | M | 25,000 | A | \$ 0.75 | 335,000 | D | |
| Common Stock | 12/12/2013 | | S | 25,000 | D | \$ 6.2 | 310,000 | 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. Transactic Code (Instr. 8) | 5. Number of orDerivative 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 |
| Employee Stock Option (Right to Buy) | \$ 0.75 | 12/12/2013 | | M | 25,000 | <u>(1)</u> | 12/21/2014 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|
| Topotonig o when I take white the | Director | 10% Owner | Officer | Other | | |
| Hagan David | | | | | | |
| C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 | X | | Chief Executive Officer | | | |

Signatures

LOS ANGELES, CA 90024

/s/ Noah Belsky as Attorney-in-fact for David Hagan 12/13/2013

**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).

Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 12/21/2005; and with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter; as of the transaction date this option is fully vested and exercisable.

Remarks:

The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan dated 9/13/2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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