

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Tracey Tom (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior VP of Operations
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	(A) or (D)	Price			
Common Stock	03/01/2018		M		2,891 ⁽¹⁾	A	\$0	49,818	D	
Common Stock	03/01/2018		F		999 ⁽²⁾	D	\$26.06	48,819	D	
Common Stock	03/01/2018		M		1,443 ⁽³⁾	A	\$0	50,262	D	
Common Stock	03/01/2018		F		498 ⁽²⁾	D	\$26.06	49,764	D	
Common Stock	03/02/2018		S		10,000	D	\$25.86	39,764	D	
Common Stock	03/02/2018		M		15,000	A	\$13.5	54,764	D	
Common Stock	03/02/2018		S		15,000	D	\$25.87	39,764	D	
Common Stock	03/05/2018		M		15,000	A	\$13.5	54,764	D	
Common Stock	03/05/2018		S		15,000	D	\$25.79	39,764	D	
Common Stock	03/05/2018		S		10,000	D	\$25.82	29,764	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(4)	03/01/2018		M		2,891		(5)	(5)	Common Stock	2,891	\$0	0	D	
Performance Restricted Stock Units	(4)	03/01/2018		M		1,443		(6)	(6)	Common Stock	1,443	\$0	0	D	
Employee Stock Option (Right to Buy)	\$13.5	03/02/2018		M		15,000		(7)	05/03/2021	Common Stock	15,000	\$13.5	26,111	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$13.5	03/05/2018		M			15,000	(7)	05/03/2021	Common Stock	15,000	\$13.5	11,111	D	

Explanation of Responses:

- The shares acquired represent the vesting and automatic settlement of 2891 of the Reporting Person's restricted stock units on March 1, 2018.
- Represents shares withheld in connection with the payment of withholding taxes due upon vesting and settlement of restricted stock units.
- The shares acquired represent the vesting and automatic settlement of 1443 of the Reporting Person's performance restricted stock units on March 1, 2018.
- Each restricted stock unit represents a contingent right to receive one share of Boingo Wireless, Inc. common stock.
- On February 27, 2015, the Reporting Person was granted 34695 restricted stock units, vesting in a series of 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 are settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.
- Following determination of achievement of 2015 performance goals, the Reporting Person received 17320 performance restricted stock units, vesting with respect to 1/3 of such units on March 3, 2016, and with respect to the balance in a series of eight successive equal quarterly installments thereafter, so that the performance restricted stock units will become fully vested on March 3, 2018.
- Subject to continuous service, the option is exercisable with respect to 1/4th of the shares subject to this option on 5/3/12 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.

/s/ Efen Medina as Attorney-in-Fact for Tom Tracey 03/05/2018

** Signature of Reporting Person Date

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

* 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).

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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