

ZINSER EDWARD K  
Form 3  
May 03, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â ZINSER EDWARD K</p> <p>(Last) (First) (Middle)</p> <p>C/O BOINGO WIRELESS, INC.,Â 10960 WILSHIRE BLVD., SUITE 800</p> <p>(Street)</p> <p>LOS ANGELES,Â CAÂ 90024</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/03/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BOINGO WIRELESS INC [WIFI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	02/26/2018	Common Stock	513,460	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (2)	04/22/2019	Common Stock	47,000	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (3)	12/31/2019	Common Stock	40,000	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (4)	12/31/2019	Common Stock	40,000	\$ 1.4	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZINSER EDWARD K C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90024	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Peter Hovenier as Attorney-in-fact for Edward  
Zinser 05/03/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on January 28, 2009; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter
- (2) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on November 18, 2009; exercisable with respect to an additional 1/36 of the remaining shares subject to this option each month thereafter
- (3) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 12/31/2010; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter
- (4) Subject to continuous service, 100% of the shares subject to this option vest on the earliest of December 31, 2018, the one year anniversary of the effective date of the registration statement, or when the Company is acquired

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.