

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)

1. Name and Address of Reporting Person *

Â ZINSER EDWARD K
 (Last) (First) (Middle)

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

(Street)

LOS ANGELES, Â CA Â 90024

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 05/03/2011

3. Issuer Name and Ticker or Trading Symbol
 BOINGO WIRELESS INC [WIFI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Chief Financial Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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.