BOINGO WIRELESS INC
Form 10-Q
November 07, 2016
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 001-35155

BOINGO WIRELESS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**95-4856877**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
10960 Wilshire Blvd., 23rd Floor Los Angeles, California	**90024**
(Address of principal executive offices)	(Zip Code)

(310) 586-5180

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller Reporting Company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

As of October 28, 2016, there were 38,278,929 shares of the registrant s common stock outstanding.

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

Boingo Wireless, Inc.

Condensed Consolidated Balance Sheets

(Unaudited)

(In thousands, except per share amounts)

	September 30, 2016	December 31, 2015
Assets		
Current assets:		
Cash and cash equivalents	$ 13,200	$ 14,718
Accounts receivable, net	44,124	43,552
Prepaid expenses and other current assets	5,375	3,876
Total current assets	62,699	62,146
Property and equipment, net	250,311	214,500
Goodwill	42,403	42,403
Intangible assets, net	13,445	16,055
Other assets	7,335	5,908
Total assets	$ 376,193	$ 341,012
Liabilities and stockholders equity		
Current liabilities:		
Accounts payable	$ 17,801	$ 29,376
Accrued expenses and other liabilities	29,287	36,328
Deferred revenue	49,199	25,759
Current portion of long-term debt	875	875
Current portion of capital leases	2,108	1,610
Total current liabilities	99,270	93,948
Deferred revenue, net of current portion	147,525	106,825
Long-term debt	16,094	16,750
Long-term portion of capital leases	2,710	2,217
Deferred tax liabilities	3,289	2,965
Other liabilities	8,010	6,272
Total liabilities	276,898	228,977
Commitments and contingencies (Note 8)		
Stockholders equity:		
Preferred stock, $0.0001 par value; 5,000 shares authorized; no shares issued and outstanding		
Common stock, $0.0001 par value; 100,000 shares authorized; 38,272 and 37,325 shares issued and outstanding at September 30, 2016 and December 31, 2015, respectively	4	4
Additional paid-in capital	207,818	197,612

Accumulated deficit		(108,229)		(85,176)
Accumulated other comprehensive loss		(868)		(1,160)
Total common stockholders equity		98,725		111,280
Non-controlling interests		570		755
Total stockholders equity		99,295		112,035
Total liabilities and stockholders equity	$	376,193	$	341,012

The accompanying notes are an integral part of these condensed consolidated financial statements.

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Boingo Wireless, Inc.

Condensed Consolidated Statements of Operations

(Unaudited)

(In thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Revenue	$ 40,796	$ 37,186	$ 114,370	$ 100,855
Costs and operating expenses:				
Network access	17,982	17,517	49,575	47,151
Network operations	10,698	8,219	31,566	24,160
Development and technology	5,394	5,001	16,014	13,978
Selling and marketing	4,553	4,793	14,103	13,990
General and administrative	6,701	5,472	22,553	16,994
Amortization of intangible assets	855	943	2,582	2,709
Total costs and operating expenses	46,183	41,945	136,393	118,982
Loss from operations	(5,387)	(4,759)	(22,023)	(18,127)
Interest and other expense, net	(117)	(49)	(299)	(50)
Loss before income taxes	(5,504)	(4,808)	(22,322)	(18,177)
Income tax expense	95	115	457	401
Net loss	(5,599)	(4,923)	(22,779)	(18,578)
Net income (loss) attributable to non-controlling interests	110	(104)	180	60
Net loss attributable to common stockholders	$ (5,709)	$ (4,819)	$ (22,959)	$ (18,638)
Net loss per share attributable to common stockholders:				
Basic	$ (0.15)	$ (0.13)	$ (0.61)	$ (0.51)
Diluted	$ (0.15)	$ (0.13)	$ (0.61)	$ (0.51)
Weighted average shares used in computing net loss per share attributable to common stockholders:				
Basic	38,189	37,041	37,897	36,722
Diluted	38,189	37,041	37,897	36,722

The accompanying notes are an integral part of these condensed consolidated financial statements.

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Boingo Wireless, Inc.

Condensed Consolidated Statements of Comprehensive Income (Loss)

(Unaudited)

(In thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net loss	$ (5,599)	$ (4,923)	$ (22,779)	$ (18,578)
Other comprehensive (loss) income, net of tax				
Foreign currency translation adjustments	(11)	(371)	213	(666)
Comprehensive loss	(5,610)	(5,294)	(22,566)	(19,244)
Comprehensive income (loss) attributable to non-controlling interest	113	(28)	101	181
Comprehensive loss attributable to common stockholders	$ (5,723)	$ (5,266)	$ (22,667)	$ (19,425)

The accompanying notes are an integral part of these condensed consolidated financial statements.

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Boingo Wireless, Inc.

Condensed Consolidated Statement of Stockholders Equity

(Unaudited)

(In thousands)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Non-controlling Interests	Total Stockholders Equity
Balance at December 31, 2015	37,325	$ 4	$ 197,612	$ (85,176)	$ (1,160)	$ 755	$ 112,035
Issuance of common stock under stock incentive plans	947		1,981				1,981
Shares withheld for taxes			(2,112)				(2,112)
Stock-based compensation expense			10,243				10,243
Non-controlling interest distributions						(286)	(286)
Cumulative effect of a change in accounting principle			94	(94)			
Net loss				(22,959)		180	(22,779)
Other comprehensive income (loss)					292	(79)	213
Balance at September 30, 2016	38,272	$ 4	$ 207,818	$ (108,229)	$ (868)	$ 570	$ 99,295

The accompanying notes are an integral part of these condensed consolidated financial statements.

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Boingo Wireless, Inc.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

(In thousands)

	Nine Months Ended September 30,	
	2016	**2015**
Cash flows from operating activities		
Net loss	$ (22,779)	$ (18,578)
Adjustments to reconcile net loss including non-controlling interests to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	34,801	27,899
Amortization of intangible assets	2,582	2,709
Impairment loss	49	191
Stock-based compensation	9,690	6,190
Change in fair value of contingent consideration		(114)
Change in deferred income taxes	324	285
Changes in operating assets and liabilities:		
Accounts receivable	(509)	(22,548)
Prepaid expenses and other assets	(2,182)	(2,810)
Accounts payable	3,464	2,422
Accrued expenses and other liabilities	4,018	5,039
Deferred revenue	64,140	49,165
Net cash provided by operating activities	93,598	49,850
Cash flows from investing activities		
Purchases of property and equipment	(92,045)	(63,429)
Proceeds from sales of marketable securities		1,614
Net cash used in investing activities	(92,045)	(61,815)
Cash flows from financing activities		
Proceeds from credit facility	5,000	20,000
Principal payments on debt	(5,656)	(5,438)
Proceeds from exercise of stock options	1,981	1,247
Debt issuance costs	(124)	
Payments of capital leases and notes payable	(1,889)	(427)
Payment of other acquisition related consideration		(17)
Payments of withholding tax on net issuance of restricted stock units	(2,112)	(1,984)
Purchase of non-controlling interests		(1,150)
Payments to non-controlling interests	(286)	(500)
Net cash (used in) provided by financing activities	(3,086)	11,731
Effect of exchange rates on cash	15	(59)
Net decrease in cash and cash equivalents	(1,518)	(293)
Cash and cash equivalents at beginning of period	14,718	8,849
Cash and cash equivalents at end of period	$ 13,200	$ 8,556
Supplemental disclosure of non-cash investing and financing activities		
Property and equipment costs in accounts payable, accrued expenses and other liabilities	$ 19,367	$ 54,079
Purchase of equipment and prepaid maintenance services under capital financing arrangements	$ 4,560	$ 3,099

The accompanying notes are an integral part of these condensed consolidated financial statements.

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Boingo Wireless, Inc.

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

(In thousands, except shares and per share amounts)

1. The business

Boingo Wireless, Inc. and its subsidiaries (collectively we , us , our or the Company) is a leading global provider of wireless connectivity solutions for smartphones, tablets, laptops, wearables, internet of things (IoT) and other wireless-enabled devices. Boingo Wireless, Inc. was incorporated on April 16, 2001 in the State of Delaware. We have a diverse monetization model that enables us to generate revenues from wholesale partnerships, retail sales, and advertising across these wireless networks. Wholesale offerings include distributed antenna systems (DAS) or femto-cells, which are cellular extension networks, Wi-Fi roaming, value-added services, private label Wi-Fi and location based services. Retail products include broadband and TV services for troops living in Army, Air Force and Marines bases and Wi-Fi subscriptions and day passes that provide access to more than one and a half million commercial hotspots worldwide. Advertising revenue is driven by Wi-Fi sponsorships at airports, hotels, cafes and restaurants, and public spaces. Our customers include some of the world s largest carriers, telecommunications service providers and global consumer brands, as well as Internet savvy consumers on the go and troops stationed at military bases.

2. Summary of significant accounting policies

Basis of presentation

The accompanying interim unaudited condensed consolidated financial statements and related notes for the three and nine months ended September 30, 2016 and 2015 are unaudited. The unaudited interim condensed consolidated financial information has been prepared in accordance with the rules and regulations of the SEC for interim financial information. Accordingly, these financial statements do not include all of the information and footnotes required by generally accepted accounting principles (GAAP) in the United States of America (U.S.) for complete financial statements. These financial statements should be read in conjunction with the audited consolidated financial statements and the accompanying notes for the year ended December 31, 2015 contained in our annual report on Form 10-K filed with the SEC on March 11, 2016. The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements and in the opinion of management, reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of our results of operations and cash flows for the three and nine months ended September 30, 2016 and 2015, and our financial position as of September 30, 2016. The year-end balance sheet data was derived from audited consolidated financial statements, but does not include all disclosures required by GAAP. Interim results are not necessarily indicative of the results to be expected for an entire year or any other future year or interim period.

In March 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-09, *Compensation Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, which simplifies several aspects of the accounting for share-based payments including the following: entities record all excess tax benefits and tax deficiencies as an income tax benefit or expense in

the income statement; entities classify excess tax benefits as an operating activity in the statement of cash flows; entities elect an accounting policy to either estimate the number of forfeitures (current U.S. GAAP) or account for forfeitures when they occur; and entities can withhold up to the maximum individual statutory rate without classifying the awards as a liability with the cash paid to satisfy the statutory income tax withholding obligation classified as a financing activity in the statement of cash flows. The standard provides for prospective, retrospective, or modified retrospective adoption of each of the changes, and the standard is effective for public entities for interim and annual periods beginning after December 15, 2016. Early adoption is permitted and we elected to early adopt ASU 2016-09 as of January 1, 2016. As a result of this adoption, we recorded $6,933 and $589 of net deferred tax assets related to our federal and state net operating losses for excess windfall tax benefits, respectively, as of January 1, 2016. We established a full valuation allowance against those deferred tax assets as of January 1, 2016 based on the determination that it was more likely than not that those deferred tax assets would not be realized. We also elected to change our accounting policy to account for forfeitures when they occur on a modified retrospective basis. The change in our accounting policy resulted in a $94 increase to additional paid-in capital and accumulated deficit as of January 1, 2016.

Principles of consolidation

The unaudited condensed consolidated financial statements include our accounts and the accounts of our majority owned subsidiaries. We consolidate our 70% ownership of Chicago Concourse Development Group, LLC and our 75% ownership of Boingo Holding Participacoes Ltda. in accordance with FASB Accounting Standards Codification (ASC) 810, *Consolidation*. Other parties interests in consolidated entities are reported as non-controlling interests. All intercompany balances and transactions have been eliminated in consolidation.

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Prior to August 4, 2015, we had a 70% ownership of Concourse Communications Detroit, LLC. On August 4, 2015, we purchased the remaining 30% ownership interest from the non-controlling interest owners and we accounted for this transaction as an acquisition of the remaining interest of an entity that had already been majority-owned by the Company. Prior to this purchase, we had a controlling interest in this subsidiary, and therefore, this subsidiary had been and will continue to be consolidated with the Company s operations.

Segment and geographical information

We operate as one reportable segment; a service provider of wireless connectivity solutions across our managed and operated network and aggregated network for mobile devices such as laptops, smartphones, tablets and other wireless-enabled consumer devices. This single segment is consistent with the internal organization structure and the manner in which operations are reviewed and managed by our Chief Executive Officer, the chief operating decision maker.

All significant long-lived tangible assets are held in the United States of America. We do not disclose sales by geographic area because to do so would be impracticable. The following is a summary of our revenue by primary revenue source:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Revenue:				
DAS	$ 15,959	$ 13,142	$ 40,957	$ 34,863
Military	10,137	5,257	28,969	13,003
Retail	6,619	7,754	20,100	24,608
Wholesale Wi-Fi	5,888	5,454	16,031	15,096
Advertising and other	2,193	5,579	8,313	13,285
Total revenue	$ 40,796	$ 37,186	$ 114,370	$ 100,855

Revenue recognition

We generate revenue from several sources including: (i) DAS customers that are telecom operators under long-term contracts for access to our DAS at our managed and operated locations, (ii) military and retail customers under subscription plans for month-to-month network access that automatically renew, and military and retail single-use access from sales of hourly, daily or other single-use access plans, (iii) arrangements with wholesale Wi-Fi customers that provide software licensing, network access, and/or professional services fees, and (iv) display advertisements and sponsorships on our walled garden sign-in pages. Software licensed by our wholesale platform services customers can only be used during the term of the service arrangements and has no utility to them upon termination of the service arrangement.

We recognize revenue when an arrangement exists, services have been rendered, fees are fixed or determinable, no significant obligations remain related to the earned fees and collection of the related receivable is reasonably assured. Revenue is presented net of any sales and value added taxes.

Revenue generated from access to our DAS networks consists of build-out fees and recurring access fees under certain long-term contracts with telecom operators. Build-out fees paid upfront are generally deferred and recognized ratably over the term of the estimated customer relationship period, once the build-out is complete. Periodically, we install and sell Wi-Fi and DAS networks to customers where we do not have service contracts or remaining obligations beyond the installation of those networks and we recognize build-out fees for such projects as revenue when the installation work is completed and the network has been accepted by the customer. Minimum monthly access fees for usage of the DAS networks are non-cancellable and generally escalate on an annual basis. These minimum monthly access fees are recognized ratably over the term of the telecom operator agreement. The initial term of our contracts with telecom operators generally range from five to twenty years and the agreements generally contain renewal clauses. Revenue from DAS network access fees in excess of the monthly minimums is recognized when earned.

Subscription fees from military and retail customers are paid monthly in advance and revenue is deferred for the portions of monthly recurring subscription fees collected in advance. We provide refunds for our military and retail services on a case-by-case basis. These amounts are not significant and are recorded as contra-revenue in the period the refunds are made. Subscription fee revenue is recognized ratably over the subscription period. Revenue generated from military and retail single-use access is recognized when access is provided.

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Services provided to wholesale Wi-Fi partners generally contain several elements including: (i) a term license to use our software to access our Wi-Fi network, (ii) access fees for Wi-Fi network usage, and/or (iii) professional services for software integration and customization and to maintain the Wi-Fi service. The term license, monthly minimum network access fees and professional services are generally billed on a monthly basis based upon predetermined fixed rates. Once the term license for integration and customization are delivered, the fees from the arrangement are recognized ratably over the remaining term of the service arrangement. The initial term of the license agreements is generally between one to five years and the agreements generally contain renewal clauses. Revenue for Wi-Fi network access fees in excess of the monthly minimum amounts is recognized when earned. All elements within existing service arrangements are generally delivered and earned concurrently throughout the term of the respective service arrangement.

In instances where the minimum monthly Wi-Fi and DAS network access fees escalate over the term of the wholesale service arrangement, an unbilled receivable is recognized when performance is within our control and when we have reasonable assurance that the unbilled receivable balance will be collected.

We adopted the provisions of ASU 2009-13, *Revenue Recognition (Topic 605) Multiple-Deliverable Revenue Arrangements* (ASU 2009-13), on a prospective basis on January 1, 2011. For multiple-deliverable arrangements entered into prior to January 1, 2011 that are accounted for under ASC 605-25, *Revenue Recognition Multiple-Deliverable Revenue Arrangements*, we defer recognition of revenue for the full arrangement and recognize all revenue ratably over the wholesale service period for Wi-Fi platform service arrangements and the term of the estimated customer relationship period for DAS arrangements, as we do not have evidence of fair value for the undelivered elements in the arrangement. For multiple-deliverable arrangements entered into or materially modified after January 1, 2011 that are accounted for under ASC 605-25, we evaluate whether or not separate units of accounting exist and then allocate the arrangement consideration to all units of accounting based on the relative selling price method using estimated selling prices if vendor specific objective evidence and third party evidence is not available. We recognize the revenue associated with the separate units of accounting upon completion of such services or ratably over the wholesale service period for Wi-Fi platform service arrangements and the term of the estimated customer relationship period for DAS arrangements.

Advertising revenue is generated from advertisements on our managed and operated or partner networks. In determining whether an arrangement exists, we ensure that a binding arrangement is in place, such as a standard insertion order or a fully executed customer-specific agreement. Obligations pursuant to our advertising revenue arrangements typically include a minimum number of units or the satisfaction of certain performance criteria. Advertising and other revenue is recognized when the services are performed.

Foreign currency translation

Our Brazilian subsidiary uses the Brazilian Real as its functional currency. Assets and liabilities of our Brazilian subsidiary are translated to U.S. dollars at period-end rates of exchange, and revenues and expenses are translated at average exchange rates prevailing for each month. The resulting translation adjustments are made directly to a separate component of other comprehensive loss, which is reflected in stockholders equity in our condensed consolidated balance sheets. As of September 30, 2016 and December 31, 2015, the Company had $(868) and $(1,160), respectively, of cumulative foreign currency translation adjustments, net of tax, which was $0 as of September 30, 2016 and December 31, 2015 due to the full valuation allowance established against our deferred tax assets, in accumulated other comprehensive loss.

Some of our subsidiaries also enter into transactions and have monetary assets and liabilities that are denominated in a currency other than the entities respective functional currencies. Gains and losses from the revaluation of foreign currency transactions and monetary assets and liabilities are included in the condensed consolidated statements of operations.

Fair value of financial instruments

Fair value is defined as the price that would be received from selling an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, we consider the principal or most advantageous market in which it would transact, and we consider assumptions that market participants would use when pricing the asset or liability.

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The accounting guidance for fair value measurement also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is as follows:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

- Level 2 Quoted prices for identical assets and liabilities in markets that are not active, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly.

- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amount reflected in the accompanying condensed consolidated balance sheets for cash and cash equivalents, accounts receivable, prepaid expenses and other current assets, accounts payable, accrued expenses and other liabilities, and deferred revenue approximates fair value due to the short duration and nature of these financial instruments.

Recent accounting pronouncements

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230)*, which adds or clarifies guidance to reduce diversity in how certain transactions are classified in the statement of cash flows. The standard is effective for interim and annual periods beginning after December 15, 2017 with early adoption permitted. The standard requires application using a retrospective transition method. We do not expect that this standard will have a material impact on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which requires lessees to recognize assets and liabilities for all leases with lease terms of more than 12 months on the balance sheet. Under the new guidance, the recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee will depend on its classification as a finance or operating lease. The standard is effective for interim and annual periods beginning after December 15, 2018. Early adoption is permitted for all entities on a modified retrospective basis, with elective reliefs. We are currently evaluating the expected impact of this new standard.

In August 2014, the FASB issued ASU 2014-15, *Disclosure of Uncertainties about an Entity s Ability to Continue as a Going Concern*, which explicitly requires management to assess an entity s ability to continue as a going concern in connection with each annual and interim period. Management will assess if there is substantial doubt about an entity s ability to continue as a going concern within one year of the date the

financial statements are issued. Disclosures will be required if conditions give rise to substantial doubt. The standard will be effective for the first annual period ending after December 15, 2016. Early adoption is permitted. We do not expect that this standard will have a material impact on our consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue From Contracts with Customers*, which is intended to improve and converge the financial reporting requirements for revenue from contracts with customers between U.S. GAAP and International Accounting Standards. In accordance with this new standard, an entity would recognize revenue to depict the transfer of promised goods or services. The standard establishes a five-step model and related application guidance, which will replace most existing revenue recognition guidance in U.S. GAAP. The FASB has subsequently issued several updates and proposals to clarify guidance to be applied. In August 2015, the FASB issued ASU 2015-14, *Revenue From Contracts with Customers (Topic (606): Deferral of the Effective Date*, to defer the effective date of the new revenue standard by one year. In March 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net),* which amends the principal versus agent guidance in the new revenue standard. ASU 2016-08 clarifies that the analysis must focus on whether the entity has control of the goods or services before they are transferred to the customer. In April 2016, the FASB issued ASU 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*, which amends the revenue guidance on identifying performance obligations and accounting for licenses of intellectual property. In May 2016, the FASB issued ASU 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients*, which amends certain aspects of Topic 606. The standard, as amended, will be effective for annual and interim periods in fiscal years beginning after December 15, 2017. The FASB also agreed to allow entities to choose to adopt the new standard as of the original effective date. An entity may choose to adopt the new standard either retrospectively or through a cumulative effect adjustment as of the start of the first period for which it applies the new standard. We have selected January 1, 2018 as our effective date but we have not yet selected a transition method. We are currently evaluating the expected impact of this new standard, including proposed amendments, on our reporting of revenue contracts in our consolidated financial statements and related disclosures.

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3. Cash and cash equivalents

Cash and cash equivalents consisted of the following:

	September 30, 2016	December 31, 2015
Cash and cash equivalents:		
Cash	$ 10,963	$ 12,488
Money market accounts	2,237	2,230
Total cash and cash equivalents	$ 13,200	$ 14,718

Our money market account assets are measured at fair value on a recurring basis utilizing Level 1 inputs.

4. Property and equipment

The following is a summary of property and equipment, at cost less accumulated depreciation and amortization:

	September 30, 2016	December 31, 2015
Leasehold improvements	$ 345,249	$ 243,743
Construction in progress	19,460	57,692
Software	31,376	24,349
Computer equipment	10,757	10,366
Furniture, fixtures and office equipment	1,750	1,738
Total property and equipment	408,592	337,888
Less: accumulated depreciation and amortization	(158,281)	(123,388)
Total property and equipment, net	$ 250,311	$ 214,500

Depreciation and amortization expense, which includes depreciation and amortization for property and equipment under capital leases, is allocated as follows in the accompanying condensed consolidated statements of operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Network access	$ 7,227	$ 6,277	$ 18,689	$ 17,264
Network operations	3,733	2,087	10,183	5,916
Development and technology	1,881	1,377	5,172	3,887
General and administrative	252	292	757	832
	$ 13,093	$ 10,033	$ 34,801	$ 27,899

Total depreciation and amortization of property and equipment	

5. Accrued expenses and other liabilities

Accrued expenses and other liabilities consisted of the following:

	September 30, 2016	December 31, 2015
Accrued construction in progress	$ 10,669	$ 21,696
Accrued customer liabilities	4,709	1,603
Revenue share	4,135	4,560
Salaries and wages	2,494	3,074
Accrued taxes	1,624	916
Accrued professional fees	1,113	651
Accrued partner network	934	969
Deferred rent	338	22
Other	3,271	2,837
Total accrued expenses and other liabilities	$ 29,287	$ 36,328

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6. Income taxes

We calculate our interim income tax provision in accordance with ASC 270, *Interim Reporting*, and ASC 740, *Accounting for Income Taxes*. At the end of each interim period, we estimate the annual effective tax rate and apply that rate to our ordinary quarterly earnings. The tax expense or benefit related to significant, unusual, or extraordinary items is recognized in the interim period in which those items occur. In addition, the effect of changes in enacted tax laws, rates, or tax status is recognized in the interim period in which the change occurs. As noted above, we early adopted ASU 2016-09 as of January 1, 2016. As a result of the adoption of ASU 2016-09, excess windfall tax benefits and tax deficiencies related to our stock option exercises and RSU vestings are recognized as an income tax benefit or expense in our condensed consolidated statements of operations in the period they are deducted on the income tax return. Excess windfall tax benefits and tax deficiencies are therefore not anticipated when determining the annual effective tax rate and are instead recognized in the interim period in which those items occur.

The computation of the annual estimated effective tax rate at each interim period requires certain estimates and significant judgment, including the expected operating income (loss) for the year, projections of the proportion of income (loss) earned and taxed in various states, permanent and temporary differences as a result of differences between amounts measured and recognized in accordance with tax laws and financial accounting standards, and the likelihood of recovering deferred tax assets generated in the current year. The accounting estimates used to compute the provision for income taxes may change as new events occur, additional information is obtained, or as the tax environment changes.

Income tax expense of $95 and $115 reflects an effective tax rate of 1.8% and 2.4% for the three months ended September 30, 2016 and 2015, respectively. Income tax expense of $457 and $401 reflects an effective tax rate of 2.1% and 2.2% for the nine months ended September 30, 2016 and 2015, respectively. Our effective tax rate differs from the statutory rate primarily due to our valuation allowance for the three and nine months ended September 30, 2016 and 2015. The adoption of ASU 2016-09 did not have any impact on our income tax expense for the three and nine months ended September 30, 2016 due to our valuation allowance. As of September 30, 2016 and December 31, 2015, we had $376 and $363 of uncertain tax positions, respectively, $84 of which is a reduction to deferred tax assets, which is presented net of uncertain tax positions, in the accompanying condensed consolidated balance sheets. We accrue interest and penalties related to unrecognized tax benefits as a component of income taxes. As of September 30, 2016 and December 31, 2015, we have accrued $63 and $50 for related interest, net of federal income tax benefits, and penalties recorded in income tax expense on our condensed consolidated statements of operations, respectively. The amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate at September 30, 2016 was $229.

We operate within federal, state and international taxing jurisdictions and are subject to audit in these jurisdictions. These audits can involve complex issues which may require an extended period of time to resolve. We are subject to taxation in the United States and in various states. Our tax years 2013 and forward are subject to examination by the IRS and our tax years 2011 and forward are subject to examination by material state jurisdictions. However, due to prior year loss carryovers, the IRS and state tax authorities may examine any tax years for which the carryovers are used to offset future taxable income.

7. Credit Facility

We have entered into a Credit Agreement (the Credit Agreement) and related agreements, as amended, with Bank of America, N.A. acting as agent for lenders named therein, including Bank of America, N.A., Silicon Valley Bank, and Citizens Bank, N.A. (the Lenders), for a secured credit facility in the form of a revolving line of credit of up to $69,750, which was increased from $46,500 in February 2016, with an option to increase the available amount to $86,500 upon the satisfaction of certain conditions (the Revolving Line of Credit) and a term loan of $3,500 (the Term Loan and together with the Revolving Line of Credit, the Credit Facility). We may use borrowings under the credit facility for general working capital and corporate purposes. In general, amounts borrowed under the Credit Facility are secured by a lien against all of our assets, with certain exclusions.

As of September 30, 2016 and December 31, 2015, $15,000 and $15,000, respectively, was outstanding under the Revolving Line of Credit. Amounts outstanding under the Revolving Line of Credit are classified within long-term debt in our condensed consolidated balance sheet as of September 30, 2016 as we do not expect to repay the outstanding debt in the next twelve-month period. The Revolving Line of Credit requires quarterly payments of interest and matures on November 21, 2018, but may be prepaid in whole or part at any time. Amounts borrowed under the Revolving Line of Credit and Term Loan will bear, at our election, a variable interest at LIBOR plus 2.5% - 3.5% or Lender s Prime Rate plus 1.5% - 2.5% per year and we will pay a fee of 0.375% - 0.5% per year on any unused portion of the Revolving Line of Credit. As of September 30, 2016 and December 31, 2015, $1,969 and $2,625, respectively, was outstanding under the Term Loan at a rate of 3.1%. The Term Loan requires quarterly payments of interest and principal, amortizing fully over the four-year-term such that it is repaid in full on the maturity date of November 21, 2018, but may be prepaid in whole or part at any time. Repayment of amounts borrowed under the Credit Facility may be accelerated in the event that we are in violation of the representations, warranties and covenants made in the Credit Agreement, including certain financial covenants set forth therein, and under other specified default events including, but not limited to, non-payment or inability to pay debt, breach of cross default provisions, insolvency provisions, and change of control.

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Principal payments due under our Term Loan through 2018 are as follows:

Period		Principal Payments
October 1, 2016	December 31, 2016	$ 219
January 1, 2017	December 31, 2017	875
January 1, 2018	December 31, 2018	875
		$ 1,969

We are subject to customary financial and non-financial covenants, including a minimum quarterly consolidated leverage ratio, a maximum quarterly consolidated fixed charge coverage ratio, and monthly liquidity minimums. We were in compliance with all financial covenants as of September 30, 2016.

The Company incurred $124 of additional debt issuance costs in February 2016. Debt issuance costs are amortized on a straight-line basis over the term of the Credit Facility. Amortization expense related to debt issuance costs are included in interest and other expense, net in the accompanying condensed consolidated statements of operations for the three and nine months ended September 30, 2016. Amortization and interest expense capitalized during the three and nine months ended September 30, 2016 amounted to $227 and $710, respectively. Amortization and interest expense expensed during the three and nine months ended September 30, 2016 amounted to $86 and $182, respectively. Amortization and interest expense capitalized during the three and nine months ended September 30, 2015 amounted to $190 and $436, respectively. Interest rates for our Credit Facility for the nine months ended September 30, 2016 ranged from 3.0% to 3.6%.

Amortization expense for our debt issuance costs through 2018 is as follows:

Period		Amortization Expense
October 1, 2016	December 31, 2016	$ 60
January 1, 2017	December 31, 2017	241
January 1, 2018	December 31, 2018	215
		$ 516

As of September 30, 2016 and December 31, 2015, the carrying amounts reflected in the accompanying condensed consolidated balance sheets for the current portion of long-term debt, long-term debt, current portion of capital leases, long-term portion of capital leases, and notes payable approximate fair value (Level 2) based on the variable nature of the interest rates and lack of significant change to our credit risk.

8. Commitments and contingencies

Letters of credit

We have entered into Letter of Credit Authorization agreements (collectively, Letters of Credit), which are issued under our Credit Agreement. The Letters of Credit are irrevocable and serve as performance guarantees that will allow our customers to draw upon the available funds if we are in default. As of September 30, 2016, we have Letters of Credit totaling $3,840 that are scheduled to expire or renew over the next year. There have been no drafts drawn under these Letters of Credit as of September 30, 2016.

Legal proceedings

From time to time, we may be subject to claims, suits, investigations and proceedings arising out of the normal course of business. We are not currently a party to any litigation that we believe could have a material adverse effect on our business, financial position, results of operations or cash flows. Legal costs are expensed as incurred.

Other matters

We have received a claim from one of our venue partners with respect to contractual terms on our revenue share payments. The claim asserts that we have underpaid revenue share payments and related interest by approximately $4,600. We believe this claim to be without merit and plan to defend against such claim. As of September 30, 2016, we have accrued for the probable and estimable losses that have been incurred. We are not currently a party to any other claims that we believe could have a material adverse effect on our business, financial position, results of operations or cash flows.

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9. Stock incentive plans

In March 2011, our board of directors approved the 2011 Equity Incentive Plan (2011 Plan). The 2011 Plan provides for the grant of incentive and non-statutory stock options, stock appreciation rights, restricted shares of our common stock, stock units, and performance cash awards. As of January 1st of each year, the number of shares of common stock reserved for issuance under the 2011 Plan shall automatically be increased by a number equal to the lesser of (a) 4.5% of the total number of shares of common stock then outstanding, (b) 3,000,000 shares of common stock and (c) as determined by our board of directors. The automatic evergreen share reserve increase feature will be terminated after January 2018, so that no additional automatic annual share increases will occur thereafter. As of September 30, 2016, 12,004,534 shares of common stock are reserved for issuance.

No further awards will be made under our Amended and Restated 2001 Stock Incentive Plan (2001 Plan), and it will be terminated. Options outstanding under the 2001 Plan will continue to be governed by their existing terms.

Stock-based compensation expense is allocated as follows on the accompanying condensed consolidated statements of operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Network operations	$ 483	$ 336	$ 1,660	$ 1,095
Development and technology	267	319	830	546
Selling and marketing	424	600	1,431	1,769
General and administrative	1,832	1,001	5,769	2,780
Total stock-based compensation	$ 3,006	$ 2,256	$ 9,690	$ 6,190

During the three and nine months ended September 30, 2016, we capitalized $182 and $553, respectively, of stock-based compensation expense. During the three and nine months ended September 30, 2015, we capitalized $177 and $602, respectively, of stock-based compensation expense.

Stock option awards

We grant stock option awards to both employees and non-employee directors. The grant date for these awards is the same as the measurement date. The stock option awards generally vest over a four-year service period with 25% vesting when the individual completes 12 months of continuous service and the remaining 75% vesting monthly thereafter. These awards are valued as of the measurement date and the stock-based compensation expense, net of actual forfeitures, is recognized on a straight-line basis over the requisite service period.

A summary of the stock option activity is as follows:

	Number of Options (000 s)		Weighted Average Exercise Price	Weighted-Average Remaining Contract Life (years)		Aggregate Intrinsic Value
Outstanding at December 31, 2015	3,748	$	6.89	5.0	$	6,611
Exercised	(365)	$	5.43			
Canceled/forfeited	(56)	$	7.37			
Outstanding at September 30, 2016	3,327	$	7.04	4.2	$	13,878
Vested, exercisable and expected to vest at September 30, 2016	3,318	$	7.04	4.1	$	13,858
Exercisable at September 30, 2016	3,156	$	7.08	4.0	$	13,206

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Restricted stock unit awards

We grant time-based restricted stock units (RSUs) to executive and non-executive personnel and non-employee directors. The time-based RSUs granted to executive and non-executive personnel generally vest over a three-year period subject to continuous service on each vesting date. The time-based RSUs for our non-employee directors generally vest over a one-year period for existing members and 25% per year over a four-year period for new members subject to continuous service on each vesting date.

We grant performance-based RSUs to executive personnel. These awards vest subject to certain performance objectives based on the Company s revenue growth and, for awards granted during the nine months ended September 30, 2016, EBITDA growth achieved during the specified performance period and certain long-term service conditions. The maximum number of RSUs that may vest is determined based on actual Company achievement and performance-based RSUs generally vest over a three-year period subject to continuous service on each vesting date. We recognize stock-based compensation expense for performance-based RSUs when we believe that it is probable that the performance objectives will be met.

In 2016, our Compensation Committee determined to adjust its practice of making annual long-term equity grants and instead adopted a compensation cycle whereby it granted equity awards to our Chief Executive Officer and Chief Financial Officer covering the number of shares it might otherwise have granted in 2016 through 2018, with cliff vesting dates in 2019. These grants were made to focus our Chief Executive Officer and Chief Financial Officer on the Company s overall long-term corporate and strategic goals, eliminate intervening quarterly vesting dates that force them to sell shares in the market to cover taxes triggered upon vesting, and strengthen the Company s ability to retain our senior management team over the next three years. As a result of these larger-than-usual RSU grants, the Compensation Committee does not intend to grant additional equity awards to our Chief Executive Officer and Chief Financial Officer until 2019. A summary of the non-vested RSU activity is as follows:

	Number of Shares (000 s)	Weighted Average Grant-Date Fair Value
Non-vested at December 31, 2015	1,819	$ 6.39
Granted	3,119	$ 6.31
Vested	(866)	$ 6.89
Canceled/forfeited	(124)	$ 7.04
Non-vested at September 30, 2016	3,948	$ 6.47

During the nine months ended September 30, 2016, 866,450 shares of RSUs vested. The Company issued 581,916 shares and the remaining shares were withheld to pay minimum statutory federal, state, and local employment payroll taxes on those vested awards.

10. Net loss per share attributable to common stockholders

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(in thousands)			
Numerator:				
Net loss attributable to common stockholders, basic and diluted	$ (5,709)	$ (4,819)	$ (22,959)	$ (18,638)
Denominator:				
Weighted average common stock, basic and diluted	38,189	37,041	37,897	36,722
Net loss per share attributable to common stockholders:				
Basic and diluted	$ (0.15)	$ (0.13)	$ (0.61)	$ (0.51)

For the three and nine months ended September 30, 2016 and 2015, we excluded all assumed exercises of stock options and the assumed issuance of common stock under RSUs from the computation of diluted net loss per share as the effect would be anti-dilutive due to the net loss for the period.

On April 1, 2013, the Company approved a stock repurchase program to repurchase up to $10,000 of the Company s common stock in the open market, exclusive of any commissions, markups or expenses. The stock repurchased will be retired and will resume the status of authorized but unissued shares of common stock. The Company did not repurchase any of our common stock during the nine months ended September 30, 2016. As of September 30, 2016, the remaining approved amount for repurchases was approximately $5,180.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and notes thereto included in Item 1. Financial Statements of this Quarterly Report on Form 10-Q and the audited consolidated financial statements and notes thereto and the section titled Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Securities Exchange Commission on March 11, 2016.

Forward-Looking Statements

This Quarterly Report on Form 10-Q and the documents incorporated herein by reference contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended, based on our current expectations, estimates and projections about our operations, industry, financial condition, performance, results of operations, and liquidity. Statements containing words such as may, believe, anticipate, expect, intend, plan, project, projections, business outlook, estimate, or similar expressions constitute forward-looking statements. These forward-looking statements include, but are not limited to, statements about future financial performance; revenues; metrics; operating expenses; market trends, including those in the markets in which we compete; operating and marketing efficiencies; liquidity; cash flows and uses of cash; dividends; capital expenditures; depreciation and amortization; tax payments; foreign currency exchange rates; hedging arrangements; our ability to repay indebtedness, pay dividends and invest in initiatives; our products and services; pricing; competition; strategies; and new business initiatives, products, services, and features. Potential factors that could affect the matters about which the forward-looking statements are made include, among others, the factors disclosed in the section entitled Risk Factors in this Quarterly Report on Form 10-Q and additional factors that accompany the related forward-looking statements in this Quarterly Report on Form 10-Q and our other filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2015. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management s analysis only as the date hereof. Any such forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that may cause actual performance and results to differ materially from those predicted. Reported results should not be considered an indication of future performance. Except as required by law, we undertake no obligation to publicly release the results of any revision to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Overview

Boingo helps the world stay connected.

We have established a global footprint of wireless networks that provide high-speed, high-bandwidth wireless connectivity to smartphones, tablets, laptops, wearables, the Internet of Things (IoT), and other wireless-enabled devices. Wireless infrastructure systems include low-powered radio access nodes that operate in licensed and unlicensed spectrum, with a range of 10 meters to 1 to 2 kilometers. These wireless networks include distributed antenna system (DAS), femto-cell, and Wi-Fi locations that reach more than one billion consumers annually. With the proliferation of wireless devices, and the growth of mobile data from high-bandwidth activities like streaming media, cloud-based applications, online gaming and mobile apps, we expect these wireless networks to play a significant role in helping meet the ever-increasing data demands of on-the-go connected consumers.

Our wireless networks include DAS, femto-cell, and Wi-Fi networks that we manage and operate ourselves, which we refer to as our managed and operated locations, as well as Wi-Fi networks managed and operated by third-parties with whom we contract for access, which we refer to as our roaming networks. Our managed and operated locations are typically located in large venues with big audiences, such as airports, stadiums, arenas, military bases, universities, big box retailers, convention centers, and office buildings. We install wireless network infrastructure in these locations, which generally have exclusive multi-year agreements, and then monetize these networks in a number of ways. Our roaming networks comprise more than 1.5 million commercial Wi-Fi hotspots in more than 100 countries around the world. We also sell advertising on other Wi-Fi networks that are not part of our network on behalf of the network owner.

We generate revenue primarily through DAS customers, military and retail customers, wholesale Wi-Fi customers, and display advertisements and sponsorships on our walled garden sign-in pages. We have direct customer relationships with users who have purchased our services, and we also provide wireless connectivity access solutions to enterprise customers, which include telecom operators, cable companies, technology companies, enterprise software and services companies, financial institutions, and communications service providers. Our wholesale solutions enable these companies to offer wireless connectivity access to their customers. Our software solution which provides one-click access to our global footprint of hotspots has been rebranded for wholesale partners, in addition to being marketed under the Boingo brand. In combination with our back-end system infrastructure, it creates a global roaming solution for operators, carriers, other service providers and other businesses.

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We generate wholesale revenue from telecom operators that pay us build-out fees and recurring access fees so that their cellular customers may use our DAS or femto-cell networks at locations where we manage and operate the wireless network. For the three months ended September 30, 2016, DAS revenue accounted for approximately 39% of our revenue.

Military revenue, which is driven by military personnel who purchase broadband and Internet Protocol television (IPTV) services on military bases served by Boingo accounted for approximately 25% of our total revenue for the three months ended September 30, 2016. As of September 30, 2016, our military subscribers amounted to approximately 86,000 an increase of approximately 87% over the prior year. Retail revenue, which is driven by consumers who purchase one-time Wi-Fi access or a recurring monthly subscription plan, accounted for approximately 16% of our total revenue for the three months ended September 30, 2016. As of September 30, 2016, our retail subscribers amounted to approximately 185,000 a decrease of approximately 13% over the prior year.

Our wholesale customers pay us usage-based Wi-Fi network access and software licensing fees to allow their customers access to our footprint worldwide. Wholesale Wi-Fi revenue also includes financial institutions and other companies who provide Boingo as a value-added service for their customers. For the three months ended September 30, 2016, wholesale Wi-Fi revenue accounted for approximately 15% of our revenue.

We also generate revenue from advertisers that seek to reach consumers via sponsored Wi-Fi access, promotional programs and online display advertising. For the three months ended September 30, 2016, advertising and other revenue accounted for approximately 5% of our revenue.

Our advertising business is seasonal, with the highest percentage of advertising sales typically occurring in the fourth quarter of each year. Our customer agreements for certain DAS networks include both a fixed and variable fee structure with the highest percentage of sales typically occurring in the fourth quarter of each year and the lowest percentage of sales occurring in the first quarter of each year. We expect these trends to continue. Our other products have not experienced any significant seasonal impact.

We believe we are the leading global provider of neutral-host commercial mobile Wi-Fi Internet solutions and indoor DAS services for carriers and venues. Key elements of our strategy to extend that lead are to:

- expand our footprint of managed and operated and aggregated networks;
- leverage our neutral-host business model to accelerate wholesale roaming and carrier offload partnerships;
- maximize advertising sell-through for our inventory of advertising-enabled networks; and
- increase our brand awareness.

Key Business Metrics

In addition to monitoring traditional financial measures, we also monitor our operating performance using key performance indicators. There are four key metrics that we use to monitor results and activity in the business as follows:

DAS nodes. This metric represents the number of active DAS nodes as of the end of the period. A DAS node is a single communications endpoint, typically an antenna, which transmits or receives radio frequency signals wirelessly. This measure is an indicator of the reach of our DAS network.

Subscribers military and *Subscribers retail.* These metrics represent the number of paying customers who are on a month-to-month subscription plan at a given period end.

Connects. This metric shows how often individuals connect to our global Wi-Fi network in a given period. The connects include retail and wholesale customers in both customer pay locations and customer free locations where we are a paid service provider or receive sponsorship or promotion fees. We count each connect as a single connect regardless of how many times that individual accesses the network at a given venue during their 24 hour period. This measure is an indicator of paid activity throughout our network.

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Revenue

We generate revenue primarily through DAS customers, military and retail customers, wholesale Wi-Fi customers, and display advertisements and sponsorships on our walled garden sign-in pages.

DAS. We generate revenue from telecom operator partners that pay us network build-out fees, inclusive of network upgrades, and access fees for our DAS networks.

Military and retail. We generate revenue from sales to military and retail individuals of month-to-month network access subscriptions that automatically renew, primarily through charge card transactions. We also generate revenue from sales of hourly, daily or other single-use access to military and retail individuals primarily through charge card transactions.

Wholesale Wi-Fi. We generate revenue from wholesale Wi-Fi partners that license our software and pay usage-based monthly network access fees to allow their customers to access our global Wi-Fi network. Usage-based network access fees may be measured in minutes, connects, megabytes or gigabytes, and in most cases are subject to minimum volume commitments. Other wholesale Wi-Fi partners pay us monthly fees to provide a Wi-Fi infrastructure that we install, manage and operate at their venues for their customers under a service provider arrangement.

Advertising and other. We generate revenue from advertisers that seek to reach visitors to our landing pages at our managed and operated network locations with online advertising, promotional and sponsored programs and at locations where we solely provide authorized access to a partner s Wi-Fi network through sponsored access and promotional programs. In addition, we receive revenue from partners in certain venues where we manage and operate the Wi-Fi network.

Results of Operations

The following tables set forth our results of operations for the specified periods:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(unaudited) (in thousands)			

Consolidated Statements of Operations Data:				
Revenue	$ 40,796	$ 37,186	$ 114,370	$ 100,855
Costs and operating expenses:				
Network access	17,982	17,517	49,575	47,151
Network operations	10,698	8,219	31,566	24,160
Development and technology	5,394	5,001	16,014	13,978
Selling and marketing	4,553	4,793	14,103	13,990
General and administrative	6,701	5,472	22,553	16,994
Amortization of intangible assets	855	943	2,582	2,709
Total costs and operating expenses	46,183	41,945	136,393	118,982
Loss from operations	(5,387)	(4,759)	(22,023)	(18,127)
Interest and other expense, net	(117)	(49)	(299)	(50)
Loss before income taxes	(5,504)	(4,808)	(22,322)	(18,177)
Income tax expense	95	115	457	401
Net loss	(5,599)	(4,923)	(22,779)	(18,578)
Net income (loss) attributable to non-controlling interests	110	(104)	180	60
Net loss attributable to common stockholders	$ (5,709)	$ (4,819)	$ (22,959)	$ (18,638)

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Depreciation and amortization expense included in costs and operating expenses:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(unaudited) (in thousands)			
Network access	$ 7,227	$ 6,277	$ 18,689	$ 17,264
Network operations	3,733	2,087	10,183	5,916
Development and technology	1,881	1,377	5,172	3,887
General and administrative	252	292	757	832
Total(1)	$ 13,093	$ 10,033	$ 34,801	$ 27,899

(1) The $3.1 million and $6.9 million increase in depreciation and amortization of property and equipment for the three and nine months ended September 30, 2016, respectively, as compared to the three and nine months ended September 30, 2015, is primarily a result of our increased fixed assets from our DAS build-out projects, Wi-Fi networks, and software development in 2015 and 2016.

Stock-based compensation expense included in costs and operating expenses:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(unaudited) (in thousands)			
Network operations	$ 483	$ 336	$ 1,660	$ 1,095
Development and technology	267	319	830	546
Selling and marketing	424	600	1,431	1,769
General and administrative	1,832	1,001	5,769	2,780
Total(2)	$ 3,006	$ 2,256	$ 9,690	$ 6,190

(2) The $0.8 million and $3.5 million increase in stock-based compensation expense for the three and nine months ended September 30, 2016, respectively, as compared to the three and nine months ended September 30, 2015, is due primarily to additional stock-based compensation expense related to the RSUs granted in 2015 and 2016. Further, in 2016, our Compensation Committee determined to adjust its practice of making annual long-term equity grants and instead adopted a compensation cycle whereby it granted equity awards to our Chief Executive Officer and Chief Financial Officer covering the number of shares it might otherwise have granted in 2016 through 2018, with cliff vesting dates in 2019. These grants were made to focus our Chief Executive Officer and Chief Financial Officer on the Company s overall long-term corporate and strategic goals, eliminate intervening quarterly vesting dates that force them to sell shares in the market to cover taxes triggered upon vesting, and strengthen the Company s ability to retain our senior management team over the next three years. As a result of these larger-than-usual RSU grants, the Compensation Committee does not intend to grant additional equity awards to our Chief Executive Officer and Chief Financial Officer until 2019. During the three and nine months ended September 30, 2016, we capitalized $0.2 million and $0.6 million, respectively, of stock-based compensation expense. We capitalized a similar amount of stock-based

compensation expense during the three and nine months ended September 30, 2015.

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The following table sets forth our results of operations for the specified periods as a percentage of our revenue for those periods:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(unaudited) (as a percentage of revenue)			
Consolidated Statements of Operations Data:				
Revenue	100.0%	100.0%	100.0%	100.0%
Costs and operating expenses:				
Network access	44.1	47.1	43.3	46.8
Network operations	26.2	22.1	27.6	24.0
Development and technology	13.2	13.4	14.0	13.9
Selling and marketing	11.2	12.9	12.3	13.9
General and administrative	16.4	14.7	19.7	16.8
Amortization of intangible assets	2.1	2.5	2.3	2.7
Total costs and operating expenses	113.2	112.8	119.3	118.0
Loss from operations	(13.2)	(12.8)	(19.3)	(18.0)
Interest and other expense, net	(0.3)	(0.1)	(0.3)	0.0
Loss before income taxes	(13.5)	(12.9)	(19.5)	(18.0)
Income tax expense	0.2	0.3	0.4	0.4
Net loss	(13.7)	(13.2)	(19.9)	(18.4)
Net income (loss) attributable to non-controlling interests	0.3	(0.3)	0.2	0.1
Net loss attributable to common stockholders	(14.0)%	(13.0)%	(20.1)%	(18.5)%

Three Months ended September 30, 2016 and 2015

Revenue

	Three Months Ended September 30,			
	2016	2015	Change	% Change
	(unaudited) (in thousands, except percentages)			
Revenue:				
DAS	$ 15,959	$ 13,142	$ 2,817	21.4%
Military	10,137	5,257	4,880	92.8%
Retail	6,619	7,754	(1,135)	(14.6)%
Wholesale Wi-Fi	5,888	5,454	434	8.0%
Advertising and other	2,193	5,579	(3,386)	(60.7)%
Total revenue	$ 40,796	$ 37,186	$ 3,610	9.7%
Key business metrics:				
DAS nodes	17.7	10.3	7.4	71.8%
Subscribers military	86	46	40	87.0%
Subscribers retail	185	212	(27)	(12.7)%
Connects	40,263	27,792	12,471	44.9%

DAS. DAS revenue increased $2.8 million, or 21.4%, for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, due to a $2.3 million increase from new build-out projects in our managed and operated locations and a $0.5 million increase in access fees from our telecom operators. DAS build-out revenues for the three months ended September 30, 2016 and 2015 include $0.5 million and $0.9 million, respectively, of short-term build projects that include sales of equipment that were completed during those periods. DAS access fees for the three months ended September 30, 2015 include $0.4 million of one-time fees that were paid for early termination rights.

Military. Military retail revenue increased $4.9 million, or 92.8%, for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, due to a $4.2 million increase in military subscriber revenue, which was driven primarily by the increase in military subscribers and a 10.6% increase in the average monthly revenue per military subscriber in 2016 compared to 2015, and a $0.7 million increase in military single-use revenue.

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Retail. Retail revenue decreased $1.1 million, or 14.6%, for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, due to a $0.9 million decrease in retail subscriber revenue, which was driven primarily by the decrease in retail subscribers, and a $0.2 million decrease in retail single-use revenue.

Wholesale Wi-Fi. Wholesale Wi-Fi revenue increased $0.4 million, or 8.0% for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, primarily due to a $0.6 million increase in partner usage based fees, which was partially offset by a $0.2 million decrease in our wholesale service provider revenues.

Advertising and other. Advertising and other revenue decreased $3.4 million, or 60.7%, for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015 primarily due to a $3.6 million decrease in advertising sales at our managed and operated locations resulting from a decline in the number of premium ad units sold.

Costs and Operating Expenses

	Three Months Ended September 30,			
	2016	2015	Change	% Change
	(unaudited) (in thousands, except percentages)			
Costs and operating expenses:				
Network access	$ 17,982	$ 17,517	$ 465	2.7%
Network operations	10,698	8,219	2,479	30.2%
Development and technology	5,394	5,001	393	7.9%
Selling and marketing	4,553	4,793	(240)	(5.0)%
General and administrative	6,701	5,472	1,229	22.5%
Amortization of intangible assets	855	943	(88)	(9.3)%
Total costs and operating expenses	$ 46,183	$ 41,945	$ 4,238	10.1%

Network access. Network access costs increased $0.5 million, or 2.7%, for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015. The increase is primarily due to a $1.0 million increase in depreciation expense related to our increased fixed assets from our DAS build-out projects, a $0.3 million increase in bandwidth and other direct costs, and $0.2 million increase in revenue share paid to venues in our managed and operated locations. The increases were partially offset by a $0.9 million decrease in other costs of revenue and a $0.1 million decrease from customer usage at partner venues. Other costs of revenue for the three months ended September 30, 2016 and 2015 include $0.3 million and $0.9 million, respectively, of costs directly related to our short-term DAS projects that were completed during those periods.

Network operations. Network operations expenses increased $2.5 million, or 30.2%, for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, due to a $1.6 million increase in

depreciation expense related to our increased fixed assets, a $0.5 million increase in personnel related expenses resulting primarily from increased headcount, and a $0.4 million increase in other expenses.

Development and technology. Development and technology expenses increased $0.4 million, or 7.9%, for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, primarily due to a $0.5 million increase in depreciation expense related to our increased fixed assets.

Selling and marketing. Selling and marketing expenses decreased $0.2 million, or 5.0%, for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, primarily due to a $0.3 million decrease in personnel related expenses and a $0.1 million decrease in other operating expenses. The decreases were partially offset by a $0.2 million increase in consulting expenses.

General and administrative. General and administrative expenses increased $1.2 million, or 22.5%, for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, primarily due to a $1.1 million increase personnel related expenses, which is inclusive of a $0.8 million increase in stock-based compensation, resulting from increased headcount and the change in the structure and grant cycle of the RSUs granted to our Chief Executive Officer and Chief Financial Officer in 2016.

Amortization of intangible assets. Amortization of intangible assets expense remained relatively consistent for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015.

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Interest and Other Expense, Net

Interest and other expense, net, remained relatively consistent for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015. During the three months ended September 30, 2016 and 2015, we incurred and capitalized $0.2 million, respectively, of amortization and interest expense.

Income Tax Expense

Income tax expense and our effective tax rate remained relatively consistent for the three months ended September 30, 2016 and 2015.

Non-controlling Interests

Non-controlling interests increased by $0.2 million for the three months ended September 30, 2016, as compared to the three months ended September 30, 2015, primarily due to the net losses generated by our subsidiaries during the three months ended September 30, 2015.

Net Loss Attributable to Common Stockholders

Our net loss for the three months ended September 30, 2016 increased as compared to the three months ended September 30, 2015, primarily as a result of the $4.2 million increase in costs and operating expenses and the $0.2 million increase in non-controlling interests, which were partially offset by the $3.6 million increase in revenues. Our diluted net loss per share increased primarily as a result of the increase in our net loss.

Nine Months ended September 30, 2016 and 2015

Revenue

	Nine Months Ended September 30,			
	2016	2015	Change	% Change
	(unaudited)			
	(in thousands, except percentages)			
Revenue:				
DAS	$ 40,957	$ 34,863	$ 6,094	17.5%

Military	28,969	13,003	15,966	122.8%
Retail	20,100	24,608	(4,508)	(18.3)%
Wholesale Wi-Fi	16,031	15,096	935	6.2%
Advertising and other	8,313	13,285	(4,972)	(37.4)%
Total revenue	$ 114,370	$ 100,855	$ 13,515	13.4%
Key business metrics:				
DAS nodes	17.7	10.3	7.4	71.8%
Subscribers military	86	46	40	87.0%
Subscribers retail	185	212	(27)	(12.7)%
Connects	102,515	76,416	26,099	34.2%

DAS. DAS revenue increased $6.1 million, or 17.5%, for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, due to a $4.6 million increase from new build-out projects in our managed and operated locations and a $1.5 million increase in access fees from our telecom operators. DAS build-out revenues for the nine months ended September 30, 2016 and 2015 include $0.5 million and $0.9 million, respectively, of short-term build projects that include sales of equipment that were completed during those periods. DAS access fees for the nine months ended September 30, 2015 include $0.4 million of one-time fees that were paid for early termination rights.

Military. Military retail revenue increased $16.0 million, or 122.8%, for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, due to a $12.6 million increase in military subscriber revenue, which was driven primarily by the increase in military subscribers and a 7.6% increase in the average monthly revenue per military subscriber in 2016 compared to 2015, and a $3.4 million increase in military single-use revenue.

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Retail. Retail revenue decreased $4.5 million, or 18.3%, for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, due to a $3.7 million decrease in retail subscriber revenue, which was driven primarily by the decrease in retail subscribers and a 2.0% decrease in the average monthly revenue per retail subscriber, and a $0.8 million decrease in retail single-use revenue.

Wholesale Wi-Fi. Wholesale Wi-Fi revenue increased $0.9 million, or 6.2% for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, primarily due to a $1.2 million increase in partner usage based fees, which was partially offset by a $0.3 million decrease in wholesale service provider revenues.

Advertising and other. Advertising and other revenue decreased $5.0 million, or 37.4%, for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015 primarily due to a $5.2 million decrease in advertising sales at our managed and operated locations resulting from a decline in the number of premium ad units sold.

Costs and Operating Expenses

	Nine Months Ended September 30,			
	2016	2015	Change	% Change
	(unaudited)			
	(in thousands, except percentages)			
Costs and operating expenses:				
Network access	$ 49,575	$ 47,151	$ 2,424	5.1%
Network operations	31,566	24,160	7,406	30.7%
Development and technology	16,014	13,978	2,036	14.6%
Selling and marketing	14,103	13,990	113	0.8%
General and administrative	22,553	16,994	5,559	32.7%
Amortization of intangible assets	2,582	2,709	(127)	(4.7)%
Total costs and operating expenses	$ 136,393	$ 118,982	$ 17,411	14.6%

Network access. Network access costs increased $2.4 million, or 5.1%, for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015. The increase is primarily due to a $1.4 million increase in depreciation expense related to our increased fixed assets from our DAS build-out projects, a $1.4 million increase in bandwidth and other direct costs, and a $1.3 million increase in revenue share paid to venues in our managed and operated locations. The increases were partially offset by a $1.0 million decrease in other cost of revenue and a $0.7 million decrease from customer usage at partner venues. Other costs of revenue for the nine months ended September 30, 2016 and 2015 include $0.3 million and $0.9 million, respectively, of costs directly related to our short-term DAS projects that were completed during those periods.

Network operations. Network operations expenses increased $7.4 million, or 30.7%, for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, primarily due to a $4.3 million increase in depreciation expense related to our increased fixed assets, a $1.8 million increase in personnel related expenses resulting primarily from increased headcount, a $0.8 million increase in consulting expenses, a $0.2 million increase in hardware and software maintenance expenses, and a $0.2 million increase in our outsourced customer care costs.

Development and technology. Development and technology expenses increased $2.0 million, or 14.6%, for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, primarily due to a $1.3 million increase in depreciation expense related to our increased fixed assets, a $0.6 million increase in cloud computing, hardware and software maintenance expenses, and a $0.2 million increase in consulting expenses.

Selling and marketing. Selling and marketing expenses remained relatively consistent for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015.

General and administrative. General and administrative expenses increased $5.6 million, or 32.7%, for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, primarily due to a $4.1 million increase personnel related expenses, which is inclusive of a $3.0 million increase in stock-based compensation, resulting from increased headcount and the change in the structure and grant cycle of the RSUs granted to our Chief Executive Officer and Chief Financial Officer in 2016. General and administrative expenses also includes $1.4 million expended on our contested proxy election for the 2016 annual meeting of stockholders.

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Amortization of intangible assets. Amortization of intangible assets expense remained relatively consistent for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015.

Interest and Other Expense, Net

Interest and other expense, net, increased $0.2 million for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015, primarily due to increased interest expense incurred. During the nine months ended September 30, 2016 and 2015, we incurred and capitalized $0.7 million and $0.4 million, respectively, of interest expense.

Income Tax Expense

Income tax expense and our effective tax rate remained relatively consistent for the nine months ended September 30, 2016 and 2015.

Non-controlling Interests

Non-controlling interests remained relatively consistent for the nine months ended September 30, 2016, as compared to the nine months ended September 30, 2015.

Net Loss Attributable to Common Stockholders

Our net loss for the nine months ended September 30, 2016 increased as compared to the nine months ended September 30, 2015, primarily as a result of the $17.4 million increase in costs and operating expenses and the $0.2 million increase in interest and other expense, net. Cost increases were partially offset by the $13.5 million increase in revenues. Our diluted net loss per share increased primarily as a result of the increase in our net loss.

Reconciliation of Net Loss Attributable to Common Stockholders to Adjusted EBITDA

We define Adjusted EBITDA as net loss attributable to common stockholders plus depreciation and amortization of property and equipment, stock-based compensation expense, amortization of intangible assets, income tax expense, interest and other expense, net, non-controlling interests, and excludes charges or gains that are non-recurring, infrequent, or unusual.

We believe that Adjusted EBITDA is useful to investors and other users of our financial statements in evaluating our operating performance because it provides them with an additional tool to compare business performance across companies and across periods. We believe that:

- Adjusted EBITDA provides investors and other users of our financial information consistency and comparability with our past financial performance, facilitates period-to-period comparisons of operations and facilitates comparisons with other companies, many of which use similar non-generally accepted accounting principles in the United States (GAAP) financial measures to supplement their GAAP results; and

- it is useful to exclude (i) non-cash charges, such as depreciation and amortization of property and equipment, amortization of intangible assets and stock-based compensation, from Adjusted EBITDA because the amount of such expenses in any specific period may not directly correlate to the underlying performance of our business operations, and these expenses can vary significantly between periods as a result of full amortization of previously acquired tangible and intangible assets or the timing of new stock-based awards and (ii) charges related to our contested proxy election for the 2016 annual meeting of stockholders because they represent non-recurring charges and are not indicative of the underlying performance of our business operations.

We use Adjusted EBITDA in conjunction with traditional GAAP measures as part of our overall assessment of our performance, for planning purposes, including the preparation of our annual operating budget and quarterly forecasts, to evaluate the effectiveness of our business strategies and to communicate with our board of directors concerning our financial performance.

We do not place undue reliance on Adjusted EBITDA as our only measure of operating performance. Adjusted EBITDA should not be considered as a substitute for other measures of financial performance reported in accordance with GAAP. There are limitations to using non-GAAP financial measures, including that other companies may calculate these measures differently than we do.

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We compensate for the inherent limitations associated with using Adjusted EBITDA through disclosure of these limitations, presentation of our financial statements in accordance with GAAP and reconciliation of Adjusted EBITDA to the most directly comparable GAAP measure, net loss attributable to common stockholders.

The following provides a reconciliation of net loss attributable to common stockholders to Adjusted EBITDA:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(unaudited) (in thousands)			
Net loss attributable to common stockholders	$ (5,709)	$ (4,819)	$ (22,959)	$ (18,638)
Depreciation and amortization of property and equipment	13,093	10,033	34,801	27,899
Stock-based compensation expense	3,006	2,256	9,690	6,190
Amortization of intangible assets	855	943	2,582	2,709
Income tax expense	95	115	457	401
Interest and other expense, net	117	49	299	50
Non-controlling interests	110	(104)	180	60
Contested proxy election expense			1,440	
Adjusted EBITDA	$ 11,567	$ 8,473	$ 26,490	$ 18,671

Adjusted EBITDA was $11.6 million for the three months ended September 30, 2016, an increase of 36.5% from $8.5 million recorded in the three months ended September 30, 2015. As a percent of revenue, Adjusted EBITDA was 28.4% for the three months ended September 30, 2016, up from 22.8% of revenue for the three months ended September 30, 2015. The Adjusted EBITDA increase was due primarily to the $3.0 million increase in depreciation and amortization expense, $0.8 million increase in stock-based compensation expenses and a $0.2 million increase in non-controlling interest. The increases were partially offset by the $0.9 million increase in our net loss attributable to common stockholders for the three months ended September 30, 2016 compared to the three months ended September 30, 2015.

Adjusted EBITDA was $26.5 million for the nine months ended September 30, 2016, an increase of 41.9% from $18.7 million recorded in the nine months ended September 30, 2015. As a percent of revenue, Adjusted EBITDA was 23.2% for the nine months ended September 30, 2016, up from 18.5% of revenue for the nine months ended September 30, 2015. The Adjusted EBITDA increase was due primarily to the $6.8 million increase in depreciation and amortization expense, $3.5 million increase in stock-based compensation expenses, and a $0.2 million increase in interest and other expense, net. The increases were partially offset by the $4.3 million increase in our net loss attributable to common stockholders for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. Our net loss attributable to common stockholders includes $1.4 million expended on our contested proxy election for the 2016 annual meeting of stockholders during the nine months ended September 30, 2016, which have been excluded from Adjusted EBITDA.

Our Adjusted EBITDA for the three months ended March 31, 2016 as presented in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 filed with the SEC on May 9, 2016 included $0.5 million expended on our contested proxy election for the 2016 annual meeting of stockholders as the amount expended as of March 31, 2016 was not considered material. The below recasts our Adjusted EBITDA for the three months ended March 31, 2016 to exclude such charges from Adjusted EBITDA:

	Original	Three Months Ended March 31, 2016 Adjustments (unaudited) (in thousands)	As Revised
Net loss attributable to common stockholders	$ (9,984)	$	$ (9,984)
Depreciation and amortization of property and equipment	10,308		10,308
Stock-based compensation expense	3,605		3,605
Amortization of intangible assets	865		865
Income tax expense	238		238
Interest and other expense (income), net	30		30
Non-controlling interests	49		49
Contested proxy election expense		538	538
Adjusted EBITDA	$ 5,111	$ 538	$ 5,649

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Liquidity and Capital Resources

We have financed our operations primarily through cash provided by operating activities and borrowings under our credit facility. Our primary sources of liquidity as of September 30, 2016 consisted of $13.2 million of cash and cash equivalents and $54.8 million available for borrowing under our credit facility, $3.8 million of which is reserved for our outstanding Letter of Credit Authorization agreements.

Our principal uses of liquidity have been to fund our operations, working capital requirements, capital expenditures and acquisitions. We expect that these requirements will be our principal needs for liquidity over the near term. Our capital expenditures in the nine months ended September 30, 2016 were $92.0 million, of which $66.4 million was reimbursed through revenue for DAS build-out projects from our telecom operators.

We have entered into a Credit Agreement (the Credit Agreement) and related agreements, as amended, with Bank of America, N.A. acting as agent for lenders named therein, including Bank of America, N.A., Silicon Valley Bank, and Citizens Bank, N.A. (the Lenders), for a secured credit facility in the form of a revolving line of credit up to $69.8 million, which was increased from $46.5 million in February 2016, with an option to increase the available amount to $86.5 million upon the satisfaction of certain conditions (the Revolving Line of Credit) and a term loan of $3.5 million (the Term Loan and together with the Revolving Line of Credit, the Credit Facility). Both the Term Loan and Revolving Line of Credit mature on November 21, 2018. Amounts borrowed under the Revolving Line of Credit and Term Loan will bear, at our election, a variable interest at LIBOR plus 2.5% - 3.5% or Lender s Prime Rate plus 1.5% - 2.5% per year and we will pay a fee of 0.375% - 0.5% per year on any unused portion of the Revolving Line of Credit. As of September 30, 2016, $2.0 million was outstanding under the Term Loan and $15.0 million was outstanding under the Revolving Line of Credit. The Term Loan requires quarterly payments of interest and principal, amortizing fully over the four-year-term such that it is repaid in full on the maturity date of November 21, 2018. Interest rates for our Credit Facility for the nine months ended September 30, 2016 ranged from 3.0% to 3.6%. Repayment of amounts borrowed under the Credit Facility may be accelerated in the event that we are in violation of the representation, warranties and covenants made in the Credit Agreement, including certain financial covenants set forth therein, and under other specific default events including, but not limited to, non-payment or inability to pay debt, breach of cross default provisions, insolvency provisions, and change in control.

We are subject to customary covenants, including a minimum quarterly consolidated leverage ratio, a maximum quarterly consolidated fixed charge coverage ratio, and monthly liquidity minimums. We were in compliance with all such financial covenants as of September 30, 2016 and through the date of this report. We are subject to certain non-financial covenants, and we were also in compliance with all such non-financial covenants as of September 30, 2016 and through the date of this report. The Credit Facility provides us with significant additional flexibility and liquidity to pursue our strategic objectives for capital expenditures and acquisitions.

On September 11, 2015, we filed a shelf registration statement (the Shelf Registration) on Form S-3 with the SEC that was declared effective by the SEC on September 17, 2015, which permitted us to offer up to $125.0 million of common stock, preferred stock, debt securities and warrants in one or more offerings and in any combination, including in units from time to time. In February 2016, we filed a post-effective amendment to terminate the Shelf Registration and remove from registration the securities registered pursuant to the Shelf Registration. The Company s Board of Directors determined that having the Shelf Registration on file was no longer necessary due to the Company increasing the Revolving Line of Credit (refer to Note 7 to the accompanying condensed consolidated financial statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q).

We believe that our existing cash and cash equivalents, cash flow from operations and availability under the Credit Facility will be sufficient to fund our operations and planned capital expenditures for at least the next 12 months. There can be no assurance, however, that future industry-specific or other developments, general economic trends, or other matters will not adversely affect our operations or our ability to meet our future cash requirements. Our future capital requirements will depend on many factors, including our rate of revenue growth and corresponding timing of cash collections, the timing and size of our managed and operated location expansion efforts, the timing and extent of spending to support product development efforts, the timing of introductions of new solutions and enhancements to existing solutions and the continuing market acceptance of our solutions. We expect our capital expenditures for the remainder of 2016 will range from $9.4 million to $14.4 million, excluding capital expenditures for DAS build-out projects which are reimbursed through revenue from our telecom operator customers. The majority of our remaining 2016 capital expenditures will be used to build out residential broadband and IPTV networks for troops stationed on military bases pursuant to our contracts with the U.S. government and upgrading our Wi-Fi networks at our managed and operated venues. The investment of these resources will occur in advance of experiencing any direct benefit from them including generation of revenues. The U.S. government may modify, curtail or terminate its contracts with us, either at its convenience or for default based on performance. Any such modification, curtailment, or termination of one or more of our government contracts could have a material adverse effect on our earnings, cash flow and/or financial position. We may also enter into acquisitions of complementary businesses, applications or technologies which could require us to seek additional equity or debt financing. Additional funds may not be available on terms favorable to us, or at all.

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The following table sets forth cash flow data for the nine months ended September 30:

	2016	2015
	(unaudited) (in thousands)	
Net cash provided by operating activities	$ 93,598	$ 49,850
Net cash used in investing activities	(92,045)	(61,815)
Net cash (used in) provided by financing activities	(3,086)	11,731

Net Cash Provided by Operating Activities

For the nine months ended September 30, 2016, we generated $93.6 million of net cash from operating activities, an increase of $43.7 million from the prior year comparative period. The increase is primarily due to a $37.7 million change in our operating assets and liabilities, a $6.8 million increase in depreciation and amortization expense related to our recent increased fixed assets from our DAS build-out projects, Wi-Fi networks, and software development, and a $3.5 million increase in stock-based compensation expenses. The increases were partially offset by the $4.2 million increase in our net loss.

Net Cash Used in Investing Activities

For the nine months ended September 30, 2016, we used $92.0 million in investing activities, an increase of $30.2 million from the prior year comparative period. This increase is due to a $28.6 million increase in purchases of property and equipment related to our recent increased fixed assets from our DAS build-out projects, Wi-Fi networks, and software development, and a $1.6 million decrease in cash provided by net proceeds from sales of marketable securities.

Net Cash (Used In) Provided by Financing Activities

For the nine months ended September 30, 2016, we used $3.1 million of cash for financing activities compared to $11.7 million of cash received from financing activities for the nine months ended September 30, 2015. This change is primarily due to a $15.2 million decrease in net proceeds from our Credit Facility and a $1.5 million increase in cash paid for capital leases and notes payable. These changes were partially offset by a $0.7 million increase in proceeds from exercise of stock options and a $1.2 million decrease in payments to our non-controlling interests.

Contractual Obligations and Commitments

The following table sets forth our contractual obligations and commitments as of September 30, 2016:

	Payments Due By Period				
	Total	Less than 1 Year	2 - 3 Years	4 - 5 Years	More than 5 Years
			(in thousands)		
Venue revenue share minimums(1)	$ 38,537	$ 8,520	$ 12,192	$ 8,301	$ 9,524
Operating leases for office space(2)	31,099	3,111	6,215	6,173	15,600
Open purchase commitments(3)	18,539	18,539			
Credit Facility(4)	16,969	875	16,094		
Capital leases for equipment and software(5)	4,818	2,108	2,710		
Unrecognized tax benefits(6)	229	229			
Notes payable(7)	1,995	850	1,145		
Total	$ 112,186	$ 34,232	$ 38,356	$ 14,474	$ 25,124

(1) Payments under exclusive long-term, non-cancellable contracts to provide wireless communications network access to venues such as airports. Expense is recorded on a straight-line basis over the term of the lease.

(2) Office space under non-cancellable operating leases.

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(3) Open purchase commitments are for the purchase of property and equipment, supplies and services. They are not recorded as liabilities on our condensed consolidated balance sheet as of September 30, 2016 as we have not received the related goods or services.

(4) Long-term debt associated with our Credit Agreement with Bank of America N.A. Payments are based on contractual terms and intended timing of repayments of long-term debt.

(5) Leased equipment, primarily for data communication and database software, under non-cancellable capital leases.

(6) The unrecognized tax benefits are related to uncertain tax positions taken in our income tax return that would impact the effective tax rate or additional paid-in capital, if recognized, (refer to Note 6 to the accompanying condensed consolidated financial statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q).

(7) Notes payable assumed in our acquisition of Endeka Group, Inc. in 2013 and loans payable related to financed equipment and prepaid maintenance service purchases.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet financing arrangements and we do not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Critical Accounting Policies and Estimates

There have been no material changes to our critical accounting policies and estimates from the information provided for the year ended December 31, 2015 in Management s Discussion and Analysis of Financial Condition and Results of Operations, included in our annual report on Form 10-K filed by us with the SEC on March 11, 2016.

Recently Issued Accounting Standards

Information regarding recent accounting pronouncements is contained in Note 2 Summary of Significant Accounting Policies to the accompanying condensed consolidated financial statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q, which is incorporated herein by this reference.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

We are exposed to various market risks including: (i) interest rate risk and (ii) foreign currency exchange rate risk. The risk of loss is assessed based on the likelihood of adverse changes in fair values, cash flows or future earnings.

Interest rate risk. Our Revolving Line of Credit and Term Loan bears, at our election, interest at a variable interest rate of LIBOR plus 2.5% - 3.5% or Lender s Prime Rate plus 1.5% - 2.5% per year. The interest rate on the Term Loan resets at the end of each three month period. Our use of variable rate debt exposes us to interest rate risk. A 100 basis point increase in the LIBOR or Lender s Prime Rate as of September 30, 2016 would not have a material impact on net loss and cash flow.

Foreign currency exchange rate risk. We are exposed to foreign currency exchange rate risk inherent in conducting business globally in numerous currencies, of which the most significant to our operations for the nine months ended September 30, 2016 was the Brazilian Real. We are primarily exposed to foreign currency fluctuations related to the operations of our subsidiary in Brazil whose financial statements are not denominated in the U.S. dollar. Our foreign operations are not material to our operations as a whole. As such, we currently do not enter into currency forward exchange or option contracts to hedge foreign currency exposures.

Item 4. Controls and Procedures

Disclosure Controls and Procedures. We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness, as of September 30, 2016, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective.

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Changes in Internal Control over Financial Reporting. During the three months ended September 30, 2016, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The information set forth in Note 8 Commitments and Contingencies, to the unaudited condensed consolidated financial statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q, is incorporated herein by this reference.

Item 1A. Risk Factors

Certain Factors Affecting Boingo Wireless, Inc.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on March 11, 2016, which we incorporate by reference into this Quarterly Report on Form 10-Q, which could materially affect our business, results of operations, cash flows, or financial condition. The risks described in our Annual Report on Form 10-K are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, or future results. There have been no material changes in the risk factors contained in our Annual Report on Form 10-K.

Item 6. Exhibits

The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q:

Exhibit No.	Description	Incorporated by Reference Form	Date	Number	Filed Herewith
3.2	Amended and Restated Certificate of Incorporation.	S-1	03/21/2011	3.2	
3.4	Amended and Restated Bylaws.	8-K	12/29/2015	3.1	
31.1	Certification of David Hagan, Chief Executive Officer, pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Peter Hovenier, Chief Financial Officer, pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1	Certifications of David Hagan, Chief Executive Officer, and Peter Hovenier, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101	The following financial information from the Quarterly Report on Form 10-Q of Boingo Wireless, Inc. for the quarter ended September 30, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at September 30, 2016 and December 31, 2015 for Boingo Wireless, Inc.;				

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Exhibit No.	Description	Incorporated by Reference Form	Date	Number	Filed Herewith
	(ii) Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2016 and 2015 for Boingo Wireless, Inc.; (iii) Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 30, 2016 and 2015 for Boingo Wireless, Inc.; (iv) Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015 for Boingo Wireless, Inc.; (v) Condensed Consolidated Statement of Stockholders Equity for Boingo Wireless, Inc.; and (vi) the Notes to Condensed Consolidated Financial Statements, tagged as blocks of text.				

Indicates a management contract or compensatory plan.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BOINGO WIRELESS, INC.

Date: November 7, 2016 By: /s/ DAVID HAGAN
David Hagan
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

BOINGO WIRELESS, INC.

Date: November 7, 2016 By: /s/ PETER HOVENIER
Peter Hovenier
Chief Financial Officer
(Principal Financial and Accounting Officer)