Peterson Derek Form 3 February 28, 2013

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

**OMB APPROVAL** 

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person \*

**Â** Peterson Derek

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/19/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

BOINGO WIRELESS INC [WIFI]

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

5. If Amendment, Date Original

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

(Street)

Director \_X\_\_ Officer (give title below) (specify below)

(Check all applicable)

Senior VP of Engineering

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One Reporting Person

LOS ANGELES, Â CAÂ 90024

(City) (State)

1. Title of Security

(Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned

(Instr. 4)

3. Ownership

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

Exercisable

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. 5. Conversion or Exercise

6. Nature of Indirect Ownership Beneficial Ownership Form of (Instr. 5)

Expiration

Date

Title Amount or Number of Derivative Security

Price of

Derivative Security: Direct (D)

## Edgar Filing: Peterson Derek - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	(1)	05/03/2021	Common Stock	12,000	\$ 13.5	D	Â
Employee Stock Option (Right to Buy)	(2)	08/14/2022	Common Stock	38,000	\$ 7.02	D	Â

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
Peterson Derek C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES Â CAÂ 90024	Â	Â	Senior VP of Engineering	Â	

# **Signatures**

/s/ Noah Belsky as Attorney-in-fact for Derek
Peterson

02/28/2013

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on April 18, 2012, and exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter.
- (2) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on June 1, 2013; and exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter.

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

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