Hovenier Peter Form 4 May 18, 2012

## FORM 4

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

**OMB** Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

**SECURITIES** 

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hovenier Peter

Symbol BOINGO WIRELESS INC [WIFI] 5. Relationship of Reporting Person(s) to

(Check all applicable)

Senior VP of Finance

Issuer

below)

(Last) (First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

05/18/2012

Director X\_ Officer (give title

10% Owner Other (specify

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

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LOS ANGELES, CA 90024

(State)

(City)

	(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
Sec (Ins	itle of curity str. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
	ommon ock	05/18/2012		M	9,256	A	\$ 0.75 \$	9,256	D	
	ommon ock	05/18/2012		S	9,256	D	10.172 (1)	0	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.75	05/18/2012		M	9,256	(2)	07/01/2012	Common Stock	9,256

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Senior VP of Finance

Hovenier Peter

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

LOS ANGELES, CA 90024

## **Signatures**

/s/ David Kim as Attorney-in-Fact for Peter Hovenier

05/18/2012

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

issuer, full information regarding the number of shares sold at each separate price.

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$10.15 to \$10.245 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the
- Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on June 3, 2003; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter.

#### **Remarks:**

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on Se Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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a currently valid OMB number.	