

Jonker Niels  
Form 4  
February 13, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Jonker Niels

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/09/2012

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Technology Officer

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

LOS ANGELES, CA 90024

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/09/2012		M		11,064	A	\$ 1.4
					75,064		
Common Stock	02/09/2012		S		11,064	D	\$ 9.45
					64,000		
Common Stock	02/10/2012		M		60,000	A	\$ 1.4
					124,000		
Common Stock	02/10/2012		S		60,000	A	\$ 8.7481
					64,000		
							<u>(1)</u>

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of 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)	\$ 1.4	02/09/2012		M	3,582	<sup>(2)</sup> 02/22/2017	Common Stock 3,582
Employee Stock Option (Right to Buy)	\$ 1.4	02/09/2012		M	7,482	<sup>(3)</sup> 08/21/2017	Common Stock 7,482
Employee Stock Option (Right to Buy)	\$ 1.4	02/10/2012		M	45,034	<sup>(3)</sup> 08/21/2017	Common Stock 45,034
Employee Stock Option (Right to Buy)	\$ 1.4	02/10/2012		M	14,966	<sup>(4)</sup> 04/22/2019	Common Stock 14,966

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jonker Niels C/O BOINGO WIRELESS, INC.			Chief Technology	

10960 WILSHIRE BLVD. SUITE 800  
LOS ANGELES, CA 90024

Officer

## Signatures

/s/ Peter Hovenier as Attorney-in-Fact for Niels  
Jonker

02/13/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* 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 \$8.45 to \$9.25 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (1) per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (2) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on August 31, 2007; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter.
  - (3) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on June 15, 2008; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter.
  - (4) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on November 18, 2009; exercisable with respect to an additional 1/36th 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 September 15, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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