

Jonker Niels  
Form 4  
March 14, 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

(Last) (First) (Middle)

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

(Street)

LOS ANGELES, CA 90024

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 03/12/2012                           |  | M                              | 1,687   | A \$ 1.4  | 65,687   | D                                 |
| Common Stock                    | 03/12/2012                           |  | S                              | 1,687   | D \$ 10.95  | 64,000   | D                                 |

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

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(9-02)

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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. 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) | 8. F |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------|

|                                      |        |            |  |   |     | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |    |
|--------------------------------------|--------|------------|--|---|-----|------------------|-----------------|--------------|----------------------------|----|
| Employee Stock Option (Right to Buy) | \$ 1.4 | 03/12/2012 |  | M | 729 | <u>(1)</u>       | 12/31/2019      | Common Stock | 729                        | \$ |
| Employee Stock Option (Right to Buy) | \$ 1.4 | 03/12/2012 |  | M | 958 | <u>(2)</u>       | 04/22/2019      | Common Stock | 958                        | \$ |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Jonker Niels<br>C/O BOINGO WIRELESS, INC.<br>10960 WILSHIRE BLVD. SUITE 800<br>LOS ANGELES, CA 90024 |               |           | Chief Technology Officer |       |

## Signatures

|  |            |
|--|------------|
| /s/ Peter Hovenier as Attorney-in-Fact for Niels<br>Jonker | 03/14/2012 |
| **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).
- (1) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on December 31, 2010; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter.
- (2) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on November 18, 2009; exercisable with respect to an additional 1/36th 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 Sep

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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