

Goff Michael Colburn  
 Form 3  
 May 03, 2011

**FORM 3 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Goff Michael Colburn</p> <p>(Last) (First) (Middle)</p> <p>C/O BOINGO WIRELESS, INC., Â 10960 WILSHIRE BLVD., SUITE 800</p> <p>(Street)</p> <p>LOS ANGELES, Â CA Â 90024</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/03/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BOINGO WIRELESS INC [WIFI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  SVP Strategy and Development</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,043	D	Â

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	07/01/2012	Common Stock	10,000	\$ 0.75	D	Â
Employee Stock Option (Right to Buy)	Â (2)	02/19/2013	Common Stock	20,000	\$ 0.75	D	Â
Employee Stock Option (Right to Buy)	Â (3)	03/02/2014	Common Stock	8,000	\$ 0.75	D	Â
Employee Stock Option (Right to Buy)	Â (4)	08/25/2014	Common Stock	32,000	\$ 0.75	D	Â
Employee Stock Option (Right to Buy)	Â (5)	08/16/2015	Common Stock	95,400	\$ 0.75	D	Â
Employee Stock Option (Right to Buy)	Â (6)	02/22/2017	Common Stock	73,400	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (7)	08/21/2017	Common Stock	105,816	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (8)	04/22/2019	Common Stock	45,999	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (9)	12/31/2019	Common Stock	35,000	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (10)	12/31/2019	Common Stock	35,000	\$ 1.4	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goff Michael Colburn C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90024	Â	Â	Â SVP Strategy and Development	Â

## Signatures

/s/ Peter Hovenier as Attorney-in-fact for Michael Colburn Goff 05/03/2011

\_\_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 July 1, 2003; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter

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- (2) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on February 19, 2004; 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 January 1, 2005; 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 August 25, 2005; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter
- (5) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on June 1, 2006; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter
- (6) 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
- (7) 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
- (8) 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
- (9) 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
- (10) Subject to continuous service, 100% of the shares subject to this option vest on the earliest of December 31, 2018, the one year anniversary of the effective date of the registration statement, or when the Company is acquired

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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