

Peterson Derek  
 Form 3  
 February 28, 2013

**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)

1. Name and Address of Reporting Person \*

^ Peterson Derek  
 (Last) (First) (Middle)

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

(Street)

LOS ANGELES, ^ CA ^ 90024

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 02/19/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 Senior VP of Engineering

5. 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

**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)

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)

Date Exercisable      Expiration Date

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

Title      Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
 Direct (D)

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

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

## Reporting Owners

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

## 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.