

Jonker Niels
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)

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. Date of Event Requiring Statement

(Month/Day/Year)

05/03/2011

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)
Chief Technology Officer

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)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

64,000

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

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

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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 <u>(1)</u>	05/07/2012	Common Stock	30,000	\$ 0.75	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	07/01/2012	Common Stock	18,800	\$ 0.75	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	03/02/2014	Common Stock	22,560	\$ 0.75	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	08/25/2014	Common Stock	27,640	\$ 0.75	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	08/16/2015	Common Stock	50,000	\$ 0.75	D	Â
Employee Stock Option (Right to Buy)	Â <u>(6)</u>	02/22/2017	Common Stock	89,100	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â <u>(7)</u>	08/21/2017	Common Stock	52,515	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â <u>(8)</u>	04/22/2019	Common Stock	45,999	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â <u>(9)</u>	12/31/2019	Common Stock	35,000	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â <u>(10)</u>	12/31/2019	Common Stock	35,000	\$ 1.4	D	Â

Reporting Owners

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

Signatures

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

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 February 13, 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 July 1, 2003; 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 August 16, 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 shall 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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