

Tracey Tom
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 *

Tracey Tom

(Last)

(First)

(Middle)

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

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

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other
(give title below) (specify below)

Senior VP of Operations

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

____ Form filed by More than One
Reporting Person

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

(Street)

LOS ANGELES, CA 90024

(City)

(State)

(Zip)

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)	Â (1)	04/22/2019	Common Stock	750	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (2)	12/31/2019	Common Stock	4,583	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (3)	12/31/2018	Common Stock	771	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (4)	05/03/2021	Common Stock	111,111	\$ 13.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tracey Tom C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90024	Â	Â	Â Senior VP of Operations	Â

Signatures

/s/ Noah Belsky as Attorney-in-fact for Tom
Tracey

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 November 18, 2009; and exercisable with respect to 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 December 31, 2010; and exercisable with respect to 1/36th of the remaining shares subject to this option each month thereafter.
- (3) 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.
- (4) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on May 3, 2012; and exercisable with respect to 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.