

Callahan Dawn
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 *

Callahan Dawn
(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 Marketing & Sales

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)

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

4. Conversion or Exercise Price of Derivative Security

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

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

Date Exercisable Date Expiration Date

Title Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	03/22/2017	Common Stock	55,375	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (2)	04/22/2019	Common Stock	7,800	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (3)	12/31/2019	Common Stock	20,000	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (4)	12/31/2018	Common Stock	20,000	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	Â (5)	05/03/2021	Common Stock	111,111	\$ 13.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Callahan Dawn C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90024	Â	Â	Â Senior VP of Marketing & Sales	Â

Signatures

/s/ Noah Belsky as Attorney-in-fact for Dawn Callahan 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 March 5, 2008, 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 November 18, 2009; and exercisable with respect to 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 December 31, 2010; and exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter.
- (4) 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.
- (5) 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 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.