

DAYTON SKY D
Form 4/A
February 14, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
DAYTON SKY D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/05/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90024

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 05/03/2011 | | S | | 388,242 <u>(1)</u> | D | \$ 13.5 | 3,611,758 | I | By The Dayton Family Trust of 1999 |
| Common Stock | 05/03/2011 | | S | | 33,132 <u>(1)</u> | D | \$ 13.5 | 308,491 | I | By The Dayton Children's Trust d/t/d 3/11/02 |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 13.5 | 05/03/2011 | | A | 24,000 | <u>(1)(2)</u> 05/03/2021 | Common Stock | 24,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAYTON SKY D C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90024 | X | X | | |
| Dayton Family Trust of 1999 C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024 | | X | | |
| Dayton Children's Trust d/t/d 3/11/02 C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024 | | X | | |
| Dayton Arwen C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90024 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Kurt Oreshack as Attorney-in-fact for The Dayton Family Trust of 1999 | 02/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kurt Oreshack as Attorney-in-fact for The Dayton Children's Trust d/t/d 3/11/02 | 02/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kurt Oreshack as Attorney-in-fact for Sky Dayton | 02/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kurt Oreshack as Attorney-in-fact for Arwen Dayton | 02/14/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) No change to original line item. Re-reported to gain access to filing system to add group member.
 - (2) This option vests in full when the optionee completes 12 months of continuous service after May 3, 2011

Remarks:

The purpose of this Amendment is to add Arwen Dayton as a reporting person to this group.

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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