

BOINGO WIRELESS INC  
Form 8-K  
June 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 13, 2012**

**BOINGO WIRELESS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-35155**  
(Commission File Number)

**95-4856877**  
(I.R.S. Employer Identification Number)

**10960 Wilshire Blvd., Suite 800**

**Los Angeles, California 90024**

(Address of principal executive offices and zip code)

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Registrant's telephone number, including area code: **(310) 586-5180**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The following proposals were submitted to the stockholders at the 2012 Annual Meeting of Stockholders held on June 13, 2012:

1. Election of two Class I directors to serve until our 2015 annual meeting of stockholders.
  
2. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012.
  
3. An advisory vote on our executive compensation.
  
4. An advisory vote on frequency of stockholder votes on executive compensation.

For more information about the foregoing proposals, see our proxy statement dated April 27, 2012. The number of votes cast for and against and the number of abstentions and non-votes with respect to each matter voted upon are set forth below:

***Board of Director Election Results***

The following nominees received the highest number of FOR votes and, as a result, were elected to serve as Class I directors for a term that will continue until our 2015 annual meeting of stockholders or until their respective successors have been duly elected and qualified.

| <b>Director Name</b> | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------|------------------|-----------------------|-------------------------|
| Sky Dayton           | 25,192,248       | 3,835,124             | 2,866,521               |
| David Hagan          | 28,894,464       | 132,908               | 2,866,521               |

The following directors, in addition to Messrs. Dayton and Hagan, will continue to serve as members of our Board of Directors until the expiration of their respective terms or until their respective successors have been duly elected and qualified: Charles Boesenberg, Chuck Davis, Marc Geller and Paul Hsiao.

***Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm***

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Our stockholders ratified the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> |
|------------------|----------------------|----------------|
| 31,855,614       | 37,929               | 350            |

### *Advisory Vote on Executive Compensation*

Our stockholders approved the compensation of our named executive officers as described in our proxy statement.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 28,835,459       | 188,589              | 3,324              | 2,866,521               |

*Advisory Vote on Frequency of Stockholder Votes on Executive Compensation*

Our stockholders approved a frequency of every three years for stockholder votes on executive compensation.

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|--------------------|-------------------------|
| 7,887,070     | 136,510        | 20,964,332     | 39,460             | 2,866,521               |

In accordance with the recommendation of our Board of Directors as set forth in the proxy statement and based on the voting results for this proposal, the Company intends to hold a stockholder advisory vote on executive compensation every three years, until the next advisory vote on this matter is held.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BOINGO WIRELESS, INC.**

DATE: June 19, 2012

By:

/s/ Edward Zinser  
Edward Zinser  
Chief Financial Officer and Secretary