

BOINGO WIRELESS INC  
Form 10-Q  
August 14, 2012  
Table of Contents

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2012

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number: 001-35155

## **BOINGO WIRELESS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

**95-4856877**  
(I.R.S. Employer

Edgar Filing: BOINGO WIRELESS INC - Form 10-Q

incorporation or organization)

Identification No.)

**10960 Wilshire Blvd., Suite 800**  
**Los Angeles, California**  
(Address of principal executive offices)

**90024**  
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 9, 2012, there were 35,031,475 shares of the registrant's common stock outstanding

Table of Contents

TABLE OF CONTENTS

	<b>Page</b>
<b><u>PART I FINANCIAL INFORMATION</u></b>	
<u>Item 1.</u>	3
<u>Financial Statements (unaudited)</u>	
<u>Condensed Consolidated Balance Sheets</u>	3
<u>Condensed Consolidated Statements of Operations</u>	4
<u>Condensed Consolidated Statement of Stockholders' Equity</u>	5
<u>Condensed Consolidated Statements of Cash Flows</u>	6
<u>Notes to the Condensed Consolidated Financial Statements</u>	7
<u>Item 2.</u>	15
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	
<u>Item 3.</u>	24
<u>Quantitative and Qualitative Disclosure About Market Risk</u>	
<u>Item 4.</u>	24
<u>Controls and Procedures</u>	
<b><u>PART II OTHER INFORMATION</u></b>	
<u>Item 1.</u>	25
<u>Legal Proceedings</u>	
<u>Item 1A.</u>	25
<u>Risk Factors</u>	
<u>Item 4.</u>	26
<u>Mine Safety Disclosures</u>	
<u>Item 6.</u>	26
<u>Exhibits</u>	
<b><u>SIGNATURES</u></b>	<b>27</b>
Exhibit 31.1	
Exhibit 31.2	
Exhibit 32.1	
Exhibit 101	

Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements****Boingo Wireless, Inc.****Condensed Consolidated Balance Sheets****(Unaudited)****(In thousands, except per share amounts)**

	<b>June 30,</b>		<b>December 31,</b>
	<b>2012</b>		<b>2011</b>
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	\$ 56,026	\$	93,933
Restricted cash	465		465
Marketable securities	42,195		
Accounts receivable, net	7,887		7,382
Prepaid expenses and other current assets	3,153		1,103
Deferred tax assets	2,366		2,366
Total current assets	112,092		105,249
Property and equipment, net	43,859		39,717
Goodwill	25,512		25,512
Other intangible assets, net	9,067		9,511
Deferred tax assets	4,083		4,083
Other assets	3,905		4,848
Total assets	\$ 198,518	\$	188,920
<b>Liabilities and stockholders equity</b>			
Current liabilities:			
Accounts payable	\$ 4,920	\$	4,573
Accrued expenses and other liabilities	11,284		12,759
Deferred revenue	16,281		13,575
Current portion of capital leases	41		205
Total current liabilities	32,526		31,112
Deferred revenue, net of current portion	26,924		27,754
Long-term portion of capital leases	157		197
Other liabilities	464		778
Total liabilities	60,071		59,841
Commitments and contingencies (Note 8)			
Stockholders equity:			
Preferred stock, \$0.0001 par value, 5,000 shares authorized, no shares issued and outstanding			
Common stock, \$0.0001 par value; 100,000 shares authorized, 34,991 and 33,584 shares issued and outstanding at June 30, 2012 and December 31, 2011, respectively		4	3

Edgar Filing: BOINGO WIRELESS INC - Form 10-Q

Additional paid-in capital	176,970	170,721
Accumulated deficit	(38,724)	(41,842)
Total common stockholders' equity	138,250	128,882
Non-controlling interests	197	197
Total stockholders' equity	138,447	129,079
Total liabilities and stockholders' equity	\$ 198,518	\$ 188,920

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

**Boingo Wireless, Inc.**

**Condensed Consolidated Statements of Operations**

**(Unaudited)**

**(In thousands, except per share amounts)**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Revenue	\$ 24,302	\$ 22,943	\$ 48,489	\$ 43,971
Costs and operating expenses:				
Network access	9,661	9,169		