

BOINGO WIRELESS INC

Form 4

August 23, 2013

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 *
SANDELL SCOTT D

(Last) (First) (Middle)

1954 GREENSPRING DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 | (A) or (D) | Price |
| Common Stock | 08/21/2013 | | J ⁽¹⁾ | | 965,000 | D | \$ 0 |
| | | | | | 5,467,960 | I | |
| Common Stock | 08/21/2013 | | J ⁽³⁾ | | 9,650 | A | \$ 0 |
| | | | | | 9,650 | I | |
| Common Stock | 08/21/2013 | | J ⁽⁵⁾ | | 9,650 | D | \$ 0 |
| | | | | | 0 | I | |
| Common Stock | 08/21/2013 | | J ⁽⁶⁾ | | 1,414 | A | \$ 0 |
| | | | | | 1,414 | I | |
| Common Stock | 08/22/2013 | | S | | 1,414 | D | \$ 7.1576 |
| | | | | | 0 | I | (8) |

Common Stock 08/21/2013 J⁽⁹⁾ 650 A \$ 0 650 I See Note 10 ⁽¹⁰⁾

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

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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDELL SCOTT D 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |

Signatures

/s/ Louis Citron,
attorney-in-fact 08/23/2013

**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) New Enterprise Associates 10, Limited Partnership ("NEA 10") made a pro rata distribution for no consideration of an aggregate of 965,000 shares of Common Stock of the Issuer to its general partner and its limited partners on August 21, 2013.
- (2) The Reporting Person is a general partner of NEA Partners 10, Limited Partnership ("NEA Partners 10"), which is the sole general partner of NEA 10, the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning

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of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of Common Stock of the Issuer held by NEA 10 in which the Reporting Person has no pecuniary interest.

- (3) NEA Partners 10 received 9,650 shares of Common Stock of the Issuer in the distribution by NEA 10 on August 21, 2013.

The Reporting Person is a general partner of NEA Partners 10 which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of Common Stock of the Issuer held by NEA Partners 10 in which the Reporting Person has no pecuniary interest.

- (4) NEA Partners 10 made a pro rata distribution for no consideration of an aggregate of 9,650 shares of Common Stock of the Issuer to its limited partners on August 21, 2013.

- (6) New Enterprise Associates, LLC ("NEA LLC") received 1,414 shares of Common Stock of the Issuer in the distribution by NEA Partners 10 on August 21, 2013.

The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of Common Stock of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.

- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.12 to \$7.17, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (8) to this Form 4.

- (9) The Sandell Family Trust, u/d/t 3/30/01, Scott D. Sandell and Jennifer Ayer Sandell, Trustees (the "Sandell Family Trust") received 650 shares of Common Stock of the Issuer in the distribution by NEA Partners 10 on August 21, 2013.

The shares are held directly by the Sandell Family Trust. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of Common Stock of the Issuer held by the Sandell Family Trust in which the Reporting Person has no pecuniary interest.

- (10) Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of Common Stock of the Issuer held by the Sandell Family Trust in which the Reporting Person has no pecuniary interest.

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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