

BOINGO WIRELESS INC
Form 10-Q
August 11, 2011
[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, 2011

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)

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Delaware
(State or other jurisdiction of
incorporation or organization)

95-4856877
(I.R.S. Employer
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 11, 2011, there were 33,141,564 shares of the registrant's common stock outstanding

Table of Contents

TABLE OF CONTENTS

	Page
<u>PART I FINANCIAL INFORMATION</u>	
<u>Item 1.</u>	<u>Financial Statements (unaudited)</u> 3
	<u>Condensed Consolidated Balance Sheets</u> 3
	<u>Condensed Consolidated Statements of Operations</u> 4
	<u>Condensed Consolidated Statements of Convertible Preferred Stock and Stockholder's Equity (Deficit)</u> 5
	<u>Condensed Consolidated Statements of Cash Flows</u> 6
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> 16
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosure About Market Risk</u> 24
<u>Item 4.</u>	<u>Controls and Procedures</u> 25
<u>PART II OTHER INFORMATION</u>	
<u>Item 1.</u>	<u>Legal Proceedings</u> 25
<u>Item 1A.</u>	<u>Risk Factors</u> 25
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u> 35
<u>Item 5.</u>	<u>Other Information</u> 35
<u>Item 6.</u>	<u>Exhibits</u> 36
<u>SIGNATURES</u>	37
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)**

	June 30,		December 31,
	2011		2010
Assets			
Current assets:			
Cash and cash equivalents	\$ 71,693	\$	25,721
Restricted cash	1,053		1,001
Marketable securities	9,373		9,373
Accounts receivable, net of allowances of \$221 and \$107, respectively	7,485		7,946
Prepaid expenses and other current assets	1,573		1,306
Deferred tax assets	3,572		3,572
Total current assets	94,749		48,919
Property and equipment, net	39,253		36,024
Goodwill	25,512		25,512
Other intangible assets, net	10,020		10,992
Deferred tax assets	6,381		6,697
Other assets	4,588		4,891
Total assets	\$ 180,503	\$	133,035
Liabilities, convertible preferred stock and stockholders equity (deficit)			
Current liabilities:			
Accounts payable	\$ 3,985	\$	4,596
Accrued expenses and other liabilities	10,020		13,531
Deferred revenue	11,841		10,829
Current portion of capital leases	183		420
Total current liabilities	26,029		29,376
Deferred revenue, net of current portion	29,560		28,149
Other liabilities	1,303		2,181
Total liabilities	56,892		59,706
Commitments and contingencies (Note 9)			
Convertible preferred stock:			
Series A convertible preferred stock, \$0.0001 par value; 5,053 shares authorized, issued and outstanding at December 31, 2010			22,263
Series A-2 convertible preferred stock, \$0.0001 par value; 1,105 shares authorized, issued and outstanding at December 31, 2010			6,868

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Series B convertible preferred stock, \$0.0001 par value; 3,500 shares authorized, and 3,433 shares issued and outstanding at December 31, 2010		13,948	
Series C convertible preferred stock, \$0.0001 par value; 10,992 shares authorized, 10,983 shares issued and outstanding at December 31, 2010		79,890	
Total convertible preferred stock		122,969	
Stockholders' equity (deficit):			
Preferred stock, \$0.0001 par value, 5,000 shares authorized, no shares issued and outstanding			
Common stock, \$0.0001 par value; 34,900 shares authorized, 34,390 and 7,092 shares issued, 33,133 and 5,835 shares outstanding at June 30, 2011 and December 31, 2010, respectively	3		
Treasury stock at cost, 1,257 shares	(4,575)		(4,575)
Note receivable from stockholder			(103)
Additional paid in capital	172,125		
Accumulated deficit	(44,096)		(45,159)
Total common stockholders' equity (deficit)	123,457		(49,837)
Non-controlling interests	154		197
Total stockholders' equity (deficit)	123,611		(49,640)
Total liabilities, convertible preferred stock and stockholders' equity (deficit)	\$	180,503	\$ 133,035

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)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Revenue	\$ 22,943	\$ 20,298	\$ 43,971	\$ 38,797
Costs and operating expenses:				
Network access	9,169	8,347	17,506	15,536
Network operations	3,944	3,172	7,668	6,489
Development and technology	2,259	2,047	4,743	4,216
Selling and marketing	1,826	1,381	3,455	2,779
General and administrative	2,810	2,344	5,374	4,583
Amortization of intangible assets	508	618	1,069	1,349
Total costs and operating expenses	20,516	17,909	39,815	34,952
Income from operations	2,427	2,389	4,156	3,845
Interest and other (expense) income, net	(239)	68	(305)	92
Income before income taxes	2,188	2,457	3,851	3,937
Income taxes	213	306	873	487
Net income	1,975	2,151	2,978	3,450
Net income attributable to non-controlling interests	145	121	282	232
Net income attributable to Boingo Wireless, Inc.	1,830	2,030	2,696	3,218
Accretion of convertible preferred stock	(438)	(1,315)	(1,633)	(2,631)
Net income attributable to common stockholders, basic	\$ 1,392	\$ 715	\$ 1,063	\$ 587
Net income per share attributable to common stockholders:				
Basic	\$ 0.06	\$ 0.12	\$ 0.07	\$ 0.10
Diluted	\$ 0.05	\$ 0.07	\$ 0.06	\$ 0.07
Weighted average shares used in computing net income per share attributable to common stockholders:				
Basic	23,258	5,834	14,927	5,837
Diluted	35,570	30,916	18,919	8,074

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

Table of Contents

Boingo Wireless, Inc.

Condensed Consolidated Statements of Convertible Preferred Stock and Stockholders Equity (Deficit)

(Unaudited)

(In thousands)

	Convertible preferred stock							Total Convertible Preferred Stock	Common Stock	Additional Paid-in Capital	Treasury Stock	Note Receivable from Stockholder	Accumulated Deficit	Non-controlling Interests	Total Stockholders Equity	
Series A	Series B	Series C	Series D	Series E	Series F	Series G	Series H	Series C	Convertible Preferred Stock	Common Stock	Paid-in Capital	Treasury Stock	Note Receivable from Stockholder	Accumulated Deficit	Non-controlling Interests	Total Stockholders Equity
Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Preferred Stock	Shares	Amount	Capital	Stock	Stockholder	Deficit	Interests	Equity
Balance at December 31, 2010	5,053	\$ 22,263,105	\$ 6,868,433	\$ 13,948,983	\$ 79,890	\$ 122,969,835	\$	\$	\$ (4,575)	\$ (103)	\$ (45,159)	\$ 197	\$ (49,640)			
Accretion of convertible preferred stock	258		82		176		1,117	1,633						(1,633)		(1,633)
Issuance of common stock upon conversion of preferred stock	(5,053)	(22,520,105)	(6,930,433)	(14,140,983)	(81,007)	(124,602,846)	2	124,600								124,602
Issuance of common stock upon initial public offering							3,847	1	48,296							48,297
Issuance of common stock upon exercise and conversion of preferred stock warrants							20		271							271
Issuance of common stock upon exercise of common stock warrants							21									
Issuance of common stock upon exercise of stock options							564		558							558
Offering costs									(2,530)							(2,530)
Stock-based compensation expense									930							930
Forgiveness of note receivable from stockholder													103			103
Non-controlling interests															(325)	(325)
Net income														2,696	282	2,978
Balance at June 30, 2011		\$	\$	\$	\$	\$	\$	33,133	\$ 3	\$ 172,125	\$ (4,575)	\$	\$ (44,096)	\$ 154	\$ 123,611	

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

Table of Contents**Boingo Wireless, Inc.****Condensed Consolidated Statements of Cash Flows****(Unaudited)****(In thousands)**

	Six Months Ended June 30,	
	2011	2010
Cash flows from operating activities		
Net income	\$ 2,978	\$ 3,450
Adjustments to reconcile net income including non-controlling interests to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	5,339	3,568
Amortization of intangible assets	1,069	1,349
Stock-based compensation	930	476
Forgiveness of notes receivable from stockholder	103	
Unbilled receivables	(266)	(438)
Change in fair value of preferred stock warrants	140	
Change in deferred income taxes	316	
Changes in operating assets and liabilities, net of effect of acquisition:		
Accounts receivable		