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ZINSER EDWARD K

Form 3 May 03, 2011

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

INITIAL STATEMENT OF 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 *

ZINSER EDWARD K

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

05/03/2011

4. Relationship of Reporting

Director

_X__ Officer

Person(s) to Issuer

BOINGO WIRELESS INC [WIFI]

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

(give title below) (specify below)

Chief Financial Officer

(Check all applicable)

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

LOS ANGELES, Â CAÂ 90024

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date**

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Conversion or Exercise

Price of

Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership

Title

Expiration Exercisable Date

Amount or Number of

Security: Derivative Security Direct (D) (Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	(1)	02/26/2018	Common Stock	513,460	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	(2)	04/22/2019	Common Stock	47,000	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	(3)	12/31/2019	Common Stock	40,000	\$ 1.4	D	Â
Employee Stock Option (Right to Buy)	(4)	12/31/2019	Common Stock	40,000	\$ 1.4	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ZINSER EDWARD K						
C/O BOINGO WIRELESS, INC.	â	â	Chief Financial Officer	Â		
10960 WILSHIRE BLVD., SUITE 800	А	А	A Cinei Financiai Officei	A		
LOS ANGELES, CA 90024						

Signatures

/s/ Peter Hovenier as Attorney-in-fact for Edward
Zinser 05/03/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on January 28, 2009; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter
- Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on November 18, 2009; exercisable with respect to an additional 1/36 of the remaining shares subject to this option each month thereafter
- (3) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on 12/31/2010; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter
- (4) Subject to continuous service, 100% of the shares subject to this option vest on the earliest of December 31, 2018, the one year anniversary of the effective date of the registration statement, or when the Company is acquired

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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