

Goff Michael Colburn
 Form 4/A
 May 01, 2012

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 *
 Goff Michael Colburn

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Strategy and Development

(Street)

LOS ANGELES, CA 90024

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/14/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	03/12/2012		M		4,700	A	\$ 0.75 19,743
Common Stock	03/12/2012		S		4,700	D	\$ 10.573 15,043 (1)
Common Stock	03/12/2012		M		20,300	A	\$ 1.4 35,343
Common Stock	03/12/2012		S		20,300	D	\$ 10.573 15,043 (1)

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Common Stock	03/12/2012	M	25,000	A	\$ 1.4	40,043	D
Common Stock	03/12/2012	S	25,000	A	\$ 10.774 <u>(2)</u>	15,043	D

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

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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 Owned Following Transaction (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Goff Michael Colburn
C/O BOINGO WIRELESS, INC.
10960 WILSHIRE BLVD. SUITE 800
LOS ANGELES, CA 90024

SVP Strategy
and Development

Signatures

/s/ Peter Hovenier as Attorney-in-fact for Michael Colburn
Goff

05/01/2012

 **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).

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- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$10.55 to
- (1) \$10.62 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$10.55 to
- (2) \$10.92 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Remarks:

Amendment made to original filing to reflect an additional 15,000 shares outstanding beneficially owned by Reporting Person

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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