

BOINGO WIRELESS INC  
Form 8-K  
June 18, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 14, 2013**

**BOINGO WIRELESS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35155**  
(Commission File Number)

**95-4856877**  
(I.R.S. Employer  
Identification Number)

**10960 Wilshire Blvd., Suite 800**

**Los Angeles, California 90024**

(Address of principal executive offices and zip code)

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

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The following proposals were submitted to the stockholders at the 2013 Annual Meeting of Stockholders held on June 14, 2013:

1. Election of two Class II directors to serve until our 2016 annual meeting of stockholders.
  
2. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

For more information about the foregoing proposals, see our proxy statement dated April 29, 2013. The number of votes cast for and against and the number of abstentions and non-votes with respect to each matter voted upon are set forth below:

***Board of Directors Election Results***

The following nominees received the highest number of FOR votes and, as a result, were elected to serve as Class II directors for a term that will continue until our 2016 annual meeting of stockholders or until their respective successors have been duly elected and qualified.

Director Name	Votes For	Votes Withheld	Broker Non-Votes
Charles Boesenberg	24,139,618	2,377,499	3,584,962
Terrell Jones	26,485,698	31,419	3,584,962

The following directors, in addition to Messrs. Boesenberg and Jones, will continue to serve as members of our Board of Directors until the expiration of their respective terms or until their respective successors have been duly elected and qualified: Sky Dayton, Chuck Davis, David Hagan and Paul Hsiao.

***Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm***

Our stockholders ratified the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

Votes For	Votes Against	Abstain
29,948,574	151,402	2,103



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BOINGO WIRELESS, INC.**

DATE: June 18, 2013

By:

/s/ Peter Hovenier  
Peter Hovenier  
Chief Financial Officer and Secretary