

BOINGO WIRELESS INC  
Form 8-K  
July 17, 2014

**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): **July 11, 2014**

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On July 11, 2014, our Board of Directors appointed Lance Rosenzweig to our Board of Directors to fill a vacancy as a director in Class I, to serve until our 2015 annual meeting of stockholders or until his successor is duly elected and qualified. In addition, our Board of Directors appointed Mr. Rosenzweig to the Audit Committee of our Board of Directors.

Mr. Rosenzweig's compensation will be consistent with that provided to all of our non-employee directors, as described in the our most recent proxy statement filed with the Securities and Exchange Commission on April 23, 2014.

There is no arrangement or understanding under which Mr. Rosenzweig was appointed other than as described in this Item 5.02(d). There are no transactions involving Mr. Rosenzweig requiring disclosure under Item 404(a) of Regulation S-K.

**Item 7.01. Regulation FD Disclosure.**

On July 17, 2014, we issued a press release announcing Mr. Rosenzweig's appointment to our Board of Directors as discussed in Item 5.02(d) of this Form 8-K. A copy of our press release is furnished with this Form 8-K and attached hereto as Exhibit 99.1. Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Boingo Wireless, Inc. Press Release dated July 17, 2014

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: July 17, 2014

By:

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