

BOINGO WIRELESS INC  
Form 8-K  
January 04, 2016

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

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **December 29, 2015**

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**BOINGO WIRELESS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

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

**95-4856877**  
(IRS Employer  
Identification No.)

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**10960 Wilshire Blvd., 23rd Floor**  
**Los Angeles, California**  
(Address of principal executive offices)

**90024**  
(Zip Code)

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

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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 (see General Instruction A.2. below):

- 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))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On December 29, 2015, the Board of Directors (the Board) of Boingo Wireless, Inc., a Delaware corporation (the Company), adopted the Company's Amended and Restated Bylaws (the Restated Bylaws), amending Sections 2.7 and 2.8 thereof, to implement a majority voting standard in uncontested elections of directors (the Majority Voting Standard) effective as of the date of the annual meeting of stockholders to be held in 2017. The Majority Voting Standard provides that a director shall be elected to the Board if the number of shares voted for a director's election exceeds 50% of the number of votes cast with respect to that director's election. However, in the event of a contested election of directors, directors shall be elected by the vote of a plurality of the votes cast.

The foregoing summary of the amendments to the Restated Bylaws is qualified in its entirety by reference to the full text of the Restated Bylaws, a copy of which is filed with this Current Report on Form 8-K as Exhibit 3.1 and incorporated in this Item 5.03 by reference.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Bylaws of Boingo Wireless, Inc.

SIGNATURE

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: January 4, 2016

By: /s/ Peter Hovenier  
Peter Hovenier  
Chief Financial Officer

**EXHIBIT INDEX**

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