BOINGO WIRELESS INC
Form PREC14A
April 13, 2016

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

ý Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

o Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

BOINGO WIRELESS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Copies to:

Ilan Lovinsky, Esq.
Ryan Gunderson, Esq.
Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
3570 Carmel Mountain Rd., Suite 200
San Diego, CA 92130
(858) 436-8000

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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PRELIMINARY PROXY STATEMENT,
SUBJECT TO COMPLETION DATED APRIL 13, 2016

[ ], 2016

To the Stockholders of Boingo Wireless, Inc.:

It is my pleasure to invite you to attend Boingo Wireless, Inc.'s 2016 Annual Meeting of Stockholders, to be held on [ ], June [ ], 2016 at [ ]. The meeting will begin promptly at [ ], local time.

Details regarding the business to be conducted at the Annual Meeting are more fully described in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement.

On or around [ ], 2016, we expect to mail our Proxy Statement, a **WHITE** proxy card and Annual Report to our stockholders.

Your vote is important. Whether or not you expect to attend, please sign, date, and return the **WHITE** proxy card in the enclosed envelope, or vote via telephone or the Internet according to the instructions in the Proxy Statement, as soon as possible to assure that your shares will be represented and voted at the Annual Meeting. If you attend the Annual Meeting, you may vote your shares in person even though you have previously voted by proxy if you follow the instructions in the Proxy Statement.

On behalf of your Board of Directors, thank you for your continued support and interest.

Sincerely,

David Hagan
Chief Executive Officer and Chairman of the Board

10960 Wilshire Blvd, 23rd Floor
Los Angeles, CA 90024

T 310.586.5180
www.boingo.com

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PRELIMINARY PROXY STATEMENT,
SUBJECT TO COMPLETION DATED APRIL 13, 2016

Boingo Wireless, Inc.

10960 Wilshire Blvd, 23rd Floor
Los Angeles, CA 90024

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held On June [ ], 2016

To the Stockholders of Boingo Wireless, Inc.:

You are cordially invited to attend the Annual Meeting of Stockholders of Boingo Wireless, Inc. (the "Annual Meeting" or the "2016 Annual Meeting"), a Delaware corporation. The meeting will be held on [ ], June [ ], 2016, at [ ] local time at [ ], for the following purposes:

1. To elect two Class II directors to serve until the 2019 annual meeting of stockholders.

2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016.

3. To conduct any other business properly brought before the meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

The record date for the Annual Meeting is April [ ], 2016. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

Your Board is pleased to nominate **Charles Boesenberg and Terrell Jones** for election as Class II directors.

Regardless of the number of shares you own, your VOTE is very important. Therefore, even if you presently plan to attend the 2016 Annual Meeting, please vote your shares by promptly completing, signing and returning the enclosed **WHITE** proxy card using the enclosed envelope. The enclosed envelope requires no postage if mailed within the United States. You may also vote by telephone or internet, following the instructions on your **WHITE** proxy card or voting instruction form. If you do attend the 2016 Annual Meeting and wish to vote in person, you may withdraw your proxy at that time.

You should know that Robert Longnecker and his affiliated entity, Ides Capital Management LP (together, "Ides"), which owns, together with its affiliates and two nominees, 145,157 shares or approximately 0.39% of Boingo's common stock, expressed their intention to nominate two (2) nominees for election as Class II directors at the 2016 Annual Meeting in opposition to the two (2) highly-qualified and experienced director candidates your Board has nominated.

Your Board does not endorse the election of Ides' nominees as director and instead strongly urges you to vote **FOR** the Boingo nominees. You may receive proxy solicitation materials from Ides or other persons or entities affiliated with Ides, including an opposition proxy statement and [color] proxy card. We are not responsible for the accuracy of any information provided by or relating to Ides contained in any proxy solicitation materials filed or disseminated by Ides or any other statements that they may otherwise make.

Your Board strongly urges you NOT to sign or return any [color] proxy card or voting instruction form that Ides may send to you, even as a protest vote against Ides or Ides' nominees. Submitting a [color] proxy card to "WITHHOLD" with respect to Ides' nominees will cancel any WHITE proxy card you may have previously submitted to support your Board nominees. If you do sign a proxy card sent to you by Ides, however, you have the right to change your vote by using the enclosed WHITE proxy card. Only the latest dated proxy card you vote will be counted. If you have previously submitted a [color] proxy card sent to you by Ides, you can revoke that

proxy by using the enclosed WHITE proxy card to vote your shares today by telephone, by Internet or signing, dating and returning the enclosed WHITE proxy card. Only your latest-dated proxy card will count.

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YOUR BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF ALL OF OUR CLASS II DIRECTOR NOMINEES NAMED ON THE ENCLOSED WHITE PROXY CARD. YOUR BOARD ALSO RECOMMENDS A VOTE "FOR" PROPOSAL 2.

Please read the attached proxy statement, as it contains important information you need to know to vote at the 2016 Annual Meeting.

If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor, MacKenzie Partners, Inc., toll-free at (800) 322-2885.

By Order of the Board of Directors

Peter Hovenier
Chief Financial Officer and Secretary

Los Angeles, California
[ ], 2016

You are cordially invited to attend the meeting in person. Whether or not you expect to attend the meeting, please vote as soon as possible. For further details, see "Questions and Answers about This Proxy Material and Voting."

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IMPORTANT

Your vote at this year's Annual Meeting is especially important, no matter how many or how few shares you own. Please sign and date the enclosed ***WHITE*** proxy card and return it in the enclosed postage-paid envelope promptly.

THE BOARD STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD OR VOTING INSTRUCTION FORM THAT YOU MAY RECEIVE FROM IDES OR ANY PERSON OTHER THAN BOINGO EVEN AS A PROTEST VOTE AGAINST IDES OR IDES' NOMINEES. Any proxy from Ides you sign for any reason could invalidate previous ***WHITE*** proxy cards sent by you to support Boingo's Class II Directors.

Only your latest dated, signed proxy card or voting instruction form will be counted. Any proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in this proxy statement.

IMPORTANT!
PLEASE VOTE USING THE WHITE PROXY CARD TODAY!

WE URGE YOU *NOT* TO SIGN ANY PROXY CARD OR VOTING INSTRUCTION FORM
SENT TO YOU BY IDES.

Remember, you can vote your shares by telephone or via the Internet. Please follow the easy instructions on the enclosed *WHITE* proxy card.

If you have any questions or need assistance in voting
your shares, please contact our proxy solicitor:

105 Madison Avenue
New York, New York 10016
(212) 929-5500 (Call Collect)
or
Call Toll-Free (800) 322-2885
Email: proxy@mackenziepartners.com

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Boingo Wireless, Inc.

10960 Wilshire Blvd, 23rd Floor
Los Angeles, CA 90024

PRELIMINARY PROXY STATEMENT
SUBJECT TO COMPLETION DATED APRIL 13, 2016

FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE [ ], 2016

This proxy statement and proxy card are furnished in connection with the solicitation of proxies to be voted at the 2016 Annual Meeting of Stockholders (the "Annual Meeting" or the "2016 Annual Meeting") of Boingo Wireless, Inc. (sometimes referred to as the "Company," "Boingo," or "Boingo Wireless"), which will be held on [ ], June [ ], 2016, at [ ] local time at [ ].

The approximate date this proxy statement, the enclosed form of ***WHITE*** proxy card and our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 are first being sent to stockholders is [ ], 2016. Stockholders should review the information provided herein in conjunction with our Annual Report to Stockholders that accompanies this proxy statement.

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QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING

Why am I receiving these materials?

You have received these proxy materials because the Board of Directors of Boingo Wireless, Inc. is soliciting your proxy to vote at the 2016 Annual Meeting.

What am I voting on?

There are two matters scheduled for a vote:

- Election of two Class II directors; and
- Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016.

Will there be other matters presented at the meeting?

Robert Longnecker and his affiliated entity, Ides Capital Management LP (together, "Ides"), which owns, together with its affiliates and its two nominees, 145,157 shares or approximately 0.39% of Boingo's common stock, expressed the intention on behalf of itself to nominate two (2) nominees for election as Class II directors at the 2016 Annual Meeting in opposition to the two (2) highly-qualified and experienced director candidates your Board has nominated. We do not endorse the election of any of Ides' nominees as director. You may receive proxy solicitation materials from Ides or other persons or entities affiliated with Ides, including an opposition proxy statement or proxy card. Please be advised that we are not responsible for the accuracy of any information provided by or relating to Ides contained in any proxy solicitation materials filed or disseminated by Ides or any other statements that they may otherwise make.

YOUR BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF CHARLES BOESENBERG AND TERRELL JONES AS OUR CLASS II DIRECTOR NOMINEES NAMED ON THE ENCLOSED WHITE PROXY CARD. YOUR BOARD ALSO RECOMMENDS A VOTE "FOR" PROPOSAL 2.

Your **VOTE** is important to the future of Boingo and it is important that your shares be represented. Therefore, even if you presently plan to attend the 2016 Annual Meeting, please vote your shares by promptly completing, signing and returning the enclosed **WHITE** proxy card using the enclosed envelope. The enclosed envelope requires no postage if mailed within the United States. You may also vote by telephone or internet, by following the instructions on your **WHITE** proxy card or voting instruction form. If you do attend the 2016 Annual Meeting and wish to vote in person, you may withdraw your proxy at that time.

What do I do if I receive a proxy card from Ides?

Your Board strongly urges you NOT to sign or return any [color] proxy card or voting instruction form that Ides may send to you, even as a protest vote against Ides or Ides' nominees. Submitting a [color] proxy card to "**WITHHOLD**" with respect to Ides' nominees will cancel any **WHITE** proxy card you may have previously submitted to support your Board nominees.

If you previously signed a proxy card sent to you by Ides, you can change or revoke that proxy and vote for your Board's nominees by (i) visiting the website noted on the **WHITE** proxy card to submit your vote on the Internet, (ii) using the telephone number on the **WHITE** proxy card to submit your vote telephonically, (iii) signing, dating and returning the **WHITE** proxy card in the enclosed envelope to vote by mail, or (iv) attending the 2016 Annual Meeting to vote in person. Only the latest dated proxy card or vote will be counted.

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If you need assistance changing or revoking your vote, please call Boingo's proxy solicitor, MacKenzie Partners, Inc., toll free at (800) 322-2885.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on April [ ], 2016 will be entitled to vote at the Annual Meeting. On this record date, there were [ ] shares of Company common stock ("Common Stock") outstanding. The holders of Common Stock have the right to one vote for each share they held as of the record date.

In accordance with Delaware law, a list of stockholders entitled to vote at the meeting will be available at the place of the Annual Meeting on June [ ], 2016 and will be accessible for ten days prior to the meeting at our principal place of business, 10960 Wilshire Blvd, 23rd Floor, Los Angeles, CA 90024, between the hours of 9:00 a.m. and 5:00 p.m. (Pacific Time).

How do I vote?

If on April [ ], 2016, your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, then you are a stockholder of record. Stockholders of record may vote by using the Internet, by telephone or by mail. Please refer to the instructions on the enclosed ***WHITE*** proxy card. Stockholders also may attend the meeting and vote in person.

If you hold shares through a bank or broker, you will need to instruct your bank or broker to vote your shares on your behalf. Please refer to the enclosed WHITE voting instruction form to give your bank or broker your voting instructions by Internet, telephone or by mail.

The method you use to vote will not limit your right to vote at the Annual Meeting if you decide to attend in person. Written ballots will be passed out to anyone who wants to vote at the Annual Meeting. If you hold your shares in "street name," you must obtain a legal proxy, executed in your favor, from the holder of record to be able to vote in person at the Annual Meeting.

What if I return a proxy card but do not make specific choices?

If you return a signed and dated **WHITE** proxy card without marking any voting selections, your shares will be voted (i) "**For**" the election of both your Board's nominees for director and (ii) "**For**" ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016. However, if you are not a record holder, such as where your shares are held through a broker, nominee, fiduciary or other custodian, you must provide voting instructions to the record holder of the shares in accordance with the record holder's requirements in order for your shares to be properly voted. If any other matter is properly presented at the meeting, your proxy (one of the individuals named on your proxy card) will vote your shares using his best judgment.

Who is paying for this proxy solicitation?

The entire cost of soliciting proxies, including the costs of preparing, assembling, printing and mailing this proxy statement, the ***WHITE*** proxy card and any additional soliciting materials furnished to stockholders, will be borne by the Company. Copies of solicitation material will be furnished to banks, brokerage houses, dealers, voting trustees, their respective nominees and other agents holding shares in their names, which are beneficially owned by others, so that they may forward such solicitation material, together with our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 to beneficial owners. In addition, if asked, we will reimburse these persons for their reasonable expenses in forwarding these materials to the beneficial owners.

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We have engaged MacKenzie Partners Inc. to solicit proxies from stockholders in connection with the 2016 Annual Meeting. MacKenzie Partners Inc. expects that approximately [ ] of its employees will assist in the solicitation of proxies. We will pay MacKenzie Partners, Inc. a fee not to exceed $[ ] plus costs and expenses. In addition, MacKenzie Partners, Inc. and certain related persons will be indemnified against certain liabilities arising out of or in connection with the engagement.

The Company estimates that its additional expenses beyond those normally associated with soliciting proxies for the 2016 Annual Meeting as a result of the potential proxy contest (excluding salaries and wages of our regular employees and officers) will be $[ ] in the aggregate, of which approximately $[ ] has been spent to date. Such additional solicitation costs are expected to include the fees incurred to retain MacKenzie Partners, Inc. as the Company's proxy solicitor, as discussed above, fees of outside counsel to advise the Company in connection with a possible contested solicitation of proxies, increased mailing costs, such as the costs of additional mailings of solicitation materials to stockholders, including printing costs, mailing costs and the reimbursement of reasonable expenses of banks, brokerage houses and other agents incurred in forwarding solicitation materials to beneficial owners, as described above, and the costs of retaining an independent inspector of election.

What does it mean if I receive more than one WHITE proxy card?

If you hold your shares in more than one account, you will receive a ***WHITE*** proxy card or voting instruction form for each account. To ensure that all of your shares are voted, please vote using each ***WHITE*** proxy card or voting instruction form you receive or, if you vote by Internet or telephone, you will need to enter each of your Control Numbers. Remember, you may vote by telephone, Internet or by signing, dating and returning the ***WHITE*** proxy card in the postage-paid envelope provided.

As previously noted, Ides has provided us with a notice indicating that it intends to nominate an opposition slate of two (2) nominees for election as Class II directors at the 2016 Annual Meeting in opposition to the two (2) highly-qualified and experienced director candidates nominated by your Board. As a result, you may receive proxy cards from both the Company and Ides. To ensure that stockholders have the Company's latest proxy information and materials to vote, you may receive multiple mailings prior to the date of the 2016 Annual Meeting, each of which will include a ***WHITE*** proxy card. The Board encourages you to vote each ***WHITE*** proxy card you receive.

THE BOARD STRONGLY URGES YOU TO REVOKE ANY [COLOR] PROXY CARD YOU MAY RECEIVE FROM IDES. Even a "WITHHOLD" vote with respect to Ides' nominees on its proxy card will cancel any previously submitted ***WHITE*** proxy card you may have submitted to support the Board's two (2) highly-qualified nominees. Even if you have already returned Ides' [color] proxy card, you have every right to change your vote and support the Board's two (2) highly qualified nominees using the enclosed WHITE proxy card. Only your latest-dated proxy card or vote will count.

THE BOARD STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY [COLOR] PROXY CARD OR VOTING INSTRUCTION FORM THAT YOU MAY RECEIVE FROM IDES, EVEN AS A PROTEST VOTE AGAINST IDES OR IDES' NOMINEES.

Who will solicit proxies on behalf of the board?

Proxies may be solicited on behalf of the board of directors, without additional compensation, by the Company's directors and officers. Such persons are listed in *Annex A* to this proxy statement. Additionally, the Company has retained MacKenzie Partners, Inc., a proxy solicitation firm, who may solicit proxies on the Board's behalf.

The original solicitation of proxies by mail may be supplemented by telephone, telegram, facsimile, electronic mail, and personal solicitation by our directors and officers (who will receive no additional compensation for such solicitation activities). You may also be solicited by advertisements in

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periodicals, press releases issued by us and postings on our corporate website. Unless expressly indicated otherwise, information contained on our corporate website is not part of this proxy statement.

Can I change my vote after submitting my proxy?

Yes. You can revoke your proxy at any time before the final vote at the meeting. You may revoke your proxy in any one of three ways:

- You may submit another properly completed proxy card with a later date.
- You may send a written notice that you are revoking your proxy to the Secretary of the Company at 10960 Wilshire Boulevard, 23rd Floor, Los Angeles, California 90024.
- You may attend the Annual Meeting and vote in person. Simply attending the meeting will not, by itself, revoke your proxy. Accordingly, the execution of the enclosed **WHITE** proxy card will not affect your right to vote in person should you find it convenient to attend the Annual Meeting and desire to vote in person, so long as you have revoked your proxy prior to its exercise in accordance with these instructions.

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will separately count "For" and (with respect to proposals other than the election of directors) "Against" votes, abstentions and broker non-votes. Abstentions will be counted as present for purposes of determining the presence of a quorum. Abstentions will not be considered as votes cast for or against any proposal, and will therefore have no effect on the outcome of the vote. Broker non-votes, as described in the next paragraph, have no effect and will not be counted towards the vote total for any proposal.

If your shares are held by your bank or broker as your nominee (that is, in "street name"), you will need to obtain a voting instruction form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker to vote your shares. If you do not give instructions to your broker, your broker can vote your shares with respect to "discretionary" items, but not with respect to "non-discretionary" items. Discretionary items are proposals considered routine under the rules of the New York Stock Exchange ("NYSE") on which your broker may vote shares held in street name without your voting instructions. On non-discretionary items for which you do not give your broker instructions, the shares will be treated as broker non-votes. Under current NYSE rules, any election of a member of the Board of Directors, whether contested or uncontested, is considered "non-discretionary" and therefore brokers are not permitted to vote your shares held in street name for the election of directors in the absence of instructions from you. The proposal for the election of Class II directors is "non-discretionary" and therefore if you hold your shares through a broker, nominee, fiduciary or other custodian, your shares will not be voted on those proposals unless you provide voting instructions to the record holder. Due to the proxy contest by Ides, Proposal 2, which would normally be considered "discretionary" may be considered "non-discretionary" at the Annual Meeting and as a consequence your broker cannot vote your shares with respect to any proposal unless instructions are provided.

How many votes are needed to approve each proposal?

Nominees for director will be elected by a plurality of the votes cast for the election of directors at the 2016 Annual Meeting. The directors elected will be the two (2) nominees who receive the highest number of "**FOR**" votes cast at the 2016 Annual Meeting by stockholders present, in person, or by proxy, and entitled to vote. If a stockholder does not vote for the election of directors because the authority to vote is withheld, because a proxy is not returned, because the broker holding the shares does not vote, or because of some other reason, the shares will not count in determining the total

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number of votes for each nominee. ***WHITE*** proxies signed and returned to the Company unmarked will be voted **FOR** the Board's two (2) highly qualified and very experienced nominees (**Charles Boesenberg and Terrell Jones**). **Those who hold shares in a brokerage account are encouraged to provide voting instructions to their broker.** Votes that are not returned, withheld or broker non-votes will have no effect on the outcome of the election. If any nominee is unable to act as a director because of an unexpected occurrence, the proxy holders may vote the proxies for another person or the Board may reduce the number of directors to be elected.

For Proposal 2, the votes cast favoring the proposal must exceed the votes cast opposing the proposal. If a stockholder provides specific voting instructions, his or her shares will be voted as instructed. If a stockholder holds shares in his or her name and returns a properly executed proxy card without giving specific voting instructions, the stockholder's shares will be voted "**FOR"** Proposal 2, as recommended by our Board.

Please note that brokers may not vote on the election of directors or the ratification of the independent registered public accounting firm in the absence of specific client instructions.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if a majority of all shares outstanding on April [ ], 2016, the record date, are represented at the meeting by stockholders present in person or by proxy. On the record date, there were [ ] shares of Common Stock outstanding and entitled to vote. Thus [ ] shares must be represented by stockholders present at the meeting or by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy vote or vote at the meeting. Abstentions and broker non-votes will be counted towards the quorum requirement.

How will my shares be voted if I mark "Abstain" on my proxy card?

We will count a properly executed **WHITE** proxy card marked "Abstain" as present for purposes of determining whether a quorum is present, but the shares represented by that **WHITE** proxy card will not be voted at the Annual Meeting for the proposals so marked.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will not be announced at the Annual Meeting. Final voting results will be available on a Current Report on Form 8-K filed with the Securities and Exchange Commission within four business days after the end of the Annual Meeting.

When are stockholder proposals due for next year's Annual Meeting?

If you wish to submit a proposal to be considered for inclusion in next year's proxy materials, your proposal must be in proper form according to SEC Regulation 14A, Rule 14a-8 and received by the Secretary of the Company on or before [ ]. If you wish to submit a proposal to be presented at the 2017 Annual Meeting of Stockholders, but which will not be included in the Company's proxy materials, including to nominate a director, your Solicitation Notice, as defined in our bylaws, must be received by the Secretary of the Company at Boingo Wireless, Inc., 10960 Wilshire Blvd, 23rd Floor, Los Angeles, CA 90024, Attn: Secretary, no earlier than February [ ], 2017 and no later than March [ ], 2017. You are advised to review our bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations. Boingo Wireless' current bylaws may be found on the corporate governance subsection of the investor relations section of our corporate website at *www.boingo.com*.

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Who can answer my questions?

Your vote at this year's meeting is especially important, no matter how many or how few shares you own. Please sign and date the enclosed **WHITE** proxy card and return it in the enclosed postage-paid envelope promptly or vote by Internet or telephone. If you have questions or require assistance in the voting of your shares, please call MacKenzie Partners, Inc., the firm assisting us in the solicitation of proxies:

105 Madison Avenue
New York, New York 10016
(212) 929-5500 (Call Collect)
or
TOLL-FREE (800) 322-2885

How can I obtain additional copies of these materials or copies of other documents?

Complete copies of this proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 are available at *www.ViewOurMaterial.com/wifi*. You may also contact MacKenzie Partners, Inc. for additional copies.

Ides may send you solicitation materials in an effort to solicit your vote to elect up to two (2) of its nominees to our Board. **THE BOARD OF DIRECTORS STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD OR VOTING INSTRUCTION CARD THAT YOU MAY RECEIVE FROM IDES, EVEN AS A PROTEST VOTE AGAINST IDES OR IDES' NOMINEES.** Even if you have already returned Ides' [color] proxy card, you have every right to change your vote and support the Board's two (2) highly qualified nominees using the enclosed **WHITE** proxy card. Only your latest-dated proxy card or vote will count.

Important Notice Regarding the Availability of
Proxy Materials for the Annual Meeting of Stockholders to be Held on June [ ], 2016

This Proxy Statement and our 2015 Annual Report to Stockholders are available at *http://www.ViewOurMaterial.com/wifi*.

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Our Director Nominees

Your Board is pleased to nominate **Charles Boesenberg and Terrell Jones** for election as Class II directors. A summary of Messrs. Boesenberg' and Jones' experience is set forth below and detailed information about each of our director's background, skills and expertise can be found in the "Directors, Executive Officers and Corporate Governance" section of this proxy statement.

Charles Boesenberg*:*

More than thirty years of experience in the technology industry.

Significant executive experience in leading and growing technology and telecommunications companies.

Has guided six public technology companies from growth stage through exits in either his role as a member of the board of directors or chief executive officer.

Has served on seven public company boards.

Terrell Jones

Over twenty years of experience in the internet and ecommerce industries.

Has guided four public companies through exits in either his role as a member of the board of directors or chief executive officer.

Has served on seven public company boards.

Extensive experience in the interplay between internet and travel.

Additional experience and attributes of Messrs. Boesenberg and Jones are set forth below.

	Boesenberg	**Jones**
Independent	ü	ü
CEO experience	ü	ü
Other executive level experience	ü	ü
Policy-maker in business	ü	ü
Technology or telecommunications experience	ü	ü
Operations experience	ü	ü
Strategic development experience	ü	ü
Other public board experience	ü	ü
Governance and compliance experience	ü	ü
Corporate development and M&A experience	ü	ü

2015 Performance Highlights

We believe our success in 2015 is the result of solid execution against our long-term strategy: Leverage the exploding growth of mobile data by investing in high-density wireless networks, and then monetize those networks through innovative products. During the last three years, we have invested heavily in building out our high-density networks including distributed antenna systems ("DAS") and Wi-Fi networks. As a result of these investments, we achieved an all-time revenue high and growth in adjusted EBITDA. Highlights of the Company's performance in 2015 included the following:

Revenue of $139.6 million, which was an increase of 17% over 2014 revenue;

Adjusted EBITDA of $29.6 million, which was an increase of 46% over 2014 Adjusted EBITDA(1);

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(1) Please refer to page 31 of our Annual Report on Form 10-K for our fiscal year ended December 31, 2015, filed with the SEC on March 11, 2016, for reconciliation of non-GAAP measures to GAAP measures.

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- Consumed free cash flows of $4.5 million compared to $49.7 million for 2014(2);

- Signed 57 DAS carrier contracts during the year, which was an increase of 500% over the total dollar value of DAS carrier contracts signed in 2014, representing the largest year for DAS carrier sales in the Company's history;

- High-speed Wi-Fi and IPTV now covers 244,000 beds on 49 U.S. military bases compared to 130,000 beds on 29 U.S. military bases at the end of 2014; and

- Boingo was named "Best Wi-Fi Network Operator" for the sixth time by *Global Traveler Magazine*, and "Best Wi-Fi Network Operator" and "Best Wi-Fi Service for Vertical Markets" (Military) for the first time at the Wireless Broadband Alliance (WBA) 2015 Wi-Fi Industry Awards.

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(2) Please refer to Exhibit 99.1 of our Form 8-K filed with the SEC on February 25, 2016 for reconciliation of non-GAAP measures to GAAP measures.

Stockholder Outreach and Executive Compensation and Corporate Governance Highlights

The Company endeavors to improve executive compensation and corporate governance practices and appreciates the views of its stockholders. We believe our stockholders are generally positive towards our practices. In fact, more than 94% of the votes cast on the Say-on-Pay proposal at the 2015 annual meeting were voted in favor of the compensation of our named executive officers as presented in our proxy statement for the 2015 annual meeting of our stockholders. In the second half of 2015, the Company, through its standard investor relations and stockholder engagement, received feedback and recommendations from participating stockholders on certain corporate governance and executive compensation practices. As a result of our Board considering feedback received from stockholder outreach and the Company's long-term strategy, our Board implemented various changes to our executive compensation and corporate governance practices as summarized below. The Company has received positive feedback from stockholders on these changes.

- **Extended the Vesting of Long-Term Equity Awards:** Early in 2016, the Compensation Committee approved the restructuring of our equity award program for our Chief Executive Officer and Chief Financial Officer by granting new "three-year" awards to these two officers, which have a three-year cliff vesting structure, plus amending earlier-granted awards to delay the original quarterly vesting dates until the end of the original three-year terms that applied to these awards. This restructuring was designed to prevent quarterly vesting (and the selling of our shares in the market periodically (and primarily) to cover taxes required to be paid as Company equity awards vest, a practice that has drawn criticism from certain of our stockholders) and we believe lengthening the performance periods applicable to the performance-based equity awards held by our Chief Executive Officer and Chief Financial Officer will also continue to motivate them and their team to focus on a desired level of Company growth and profitability over the next three years.

- **Put More Executive Compensation at Risk:** In order to better link pay to performance, the Compensation Committee effected changes to our annual equity awards for 2016. First, it increased the portion of our annual equity awards that are performance-based from one-third of the aggregate grant value to 50% of the aggregate grant value so that the 2016 equity awards granted to our named executive officers, including our Chief Executive Officer and Chief Financial Officer, are 50% time-based vesting RSUs and 50% (at-target) performance-based vesting RSUs. In addition, the performance objectives that apply to the 2016 performance-based RSUs are determined over a two-year performance period, related to our 2016 and 2017 revenue growth and EBITDA margin targets, whereas we had previously used one-year performance periods and applied only a revenue objective for our performance-based RSUs. We

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believe each of these current features reflect our increasing focus on driving longer-term growth and profitability and that, in doing so, we will better align the interests of our named executive officers and stockholders. These restructuring changes will not be reflected in Institutional Shareholder Services ("ISS") scoring for 2015 executive compensation.

Adopted Stock Ownership Guidelines: In January 2016, the Compensation Committee adopted stock ownership guidelines to reinforce its belief that executives who believe in the future of the Company should have meaningful equity holdings in the Company. The ownership guidelines provide for a three year transition period from their adoption, and will require that our directors hold shares and share equivalents equal in value to three times their annual retainer and that each of our executive officers hold shares and share equivalents equal in value to a multiple of base salary, specifically six times base salary for our Chief Executive Officer and one times base salary for each of the other executive officers.

Continued Anti-Hedging Policy: The Company continued its policy that prohibits any hedging transactions by directors and executive officers. The policy does not allow for exceptions or waivers.

Adopted Majority Voting Standard in Uncontested Elections: In December 2015, the Board approved and the Company adopted amendments to the Company's Bylaws 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.

Additional information about our compensation philosophy and program, including the compensation actions summarized above, can be found in the "Compensation Discussion and Analysis" section beginning on page 36 of this proxy statement.

Cautionary Statement. Any statements in this proxy statement that do not describe historical facts may constitute forward-looking statements. These forward-looking statements are based on current expectations but are subject to a number of risks and uncertainties. The factors that could cause our actual future results to differ materially from current expectations are identified and described in more detail in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 filed with the SEC on March 11, 2016. You should not place undue reliance on these forward-looking statements, which speak only as of the date that they were made. Except as required by applicable law, we do not intend to update any of the forward-looking statements to conform these statements to reflect actual results, later events or circumstances.

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BACKGROUND OF THE SOLICITATION

On November 19, 2015, Robert Longnecker, the soliciting stockholder, who is a partner and director of Ides, sent an email correspondence to the Company's investor relations firm, Addo Communications, requesting to schedule an introductory call to discuss the Company's business model and financial metrics. Kimberly Orlando from Addo Communications scheduled the call with Mr. Longnecker for the same day. In the introductory call, Mr. Longnecker indicated that he was from Jovetree Capital, a small-cap value fund based in Los Angeles. He did not identify himself as being affiliated with Ides or that he was a Boingo stockholder. In the introductory call, he and Ms. Orlando discussed the Company's financial metrics and business model in general.

On November 20, 2015, Mr. Longnecker sent an email correspondence to Ms. Orlando with additional questions regarding the Company's business model and Ms. Orlando suggested a telephonic meeting with the Company's Chief Financial Officer, Peter Hovenier. Ms. Orlando communicated the questions to Mr. Hovenier and she scheduled a telephonic meeting between Mr. Hovenier and Mr. Longnecker for December 1, 2015.

On November 25, 2015, Mr. Longnecker sent an email correspondence with another set of additional questions regarding the Company's business model and financial metrics to Ms. Orlando in advance of the December 1, 2015 telephonic meeting and also requested to meet in-person versus telephonically. Ms. Orlando declined his in-person meeting request at this stage per the investor relations protocols established by the Company.

On December 1, 2015, as previously scheduled, Mr. Longnecker provided Mr. Hovenier with an overview of Jovetree Capital. Mr. Hovenier and Mr. Longnecker then discussed the Company's business model and financial metrics during a thirty minute telephonic meeting. The discussion only included publicly available information.

On December 10, 2015, Mr. Longnecker sent Ms. Orlando an email correspondence requesting an in-person meeting with Mr. Hovenier prior to the holidays to further discuss the Company's business model and financial metrics. Mr. Hovenier agreed to meet in-person and a meeting was scheduled for December 22, 2015.

On December 22, 2015, Mr. Hovenier met with Mr. Longnecker in person at the Company's offices for thirty minutes to discuss the Company's business model and financial metrics. The discussion only included publicly available information.

On January 7, 2016, Mr. Longnecker sent Ms. Orlando an additional email correspondence regarding long-term financial projections and that he was hoping to speak with Ms. Orlando telephonically. Ms. Orlando replied in an email correspondence to Mr. Longnecker that the Company's policy was not to disclose its long-term financial projections and that she could only answer more general questions.

On February 1, 2016, Mr. Longnecker replied to Ms. Orlando's email correspondence, requesting certain details regarding the location of the Company's DAS assets. Ms. Orlando replied to Mr. Longnecker's correspondence and referred him to a publicly available chart found within the Company's investor presentation that could be accessed on the investor relations section of the Company's website.

On February 5, 2016, Mr. Longnecker replied to Ms. Orlando's email correspondence from February 1, 2016 with additional questions regarding clarifications from the Company's earnings call for the third fiscal quarter ended September 30, 2015. Ms. Orlando replied in an email correspondence and referred him to one of the Company's press releases for further information.

On February 11, 2016, Mr. Longnecker replied to Ms. Orlando's email correspondence from February 5, 2016 with additional questions regarding the Company's business model and financial

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metrics. Ms. Orlando replied to the correspondence by referring him to the publicly available information that addressed his questions.

On February 14, 2016, Mr. Longnecker sent Ms. Orlando an email correspondence with certain questions regarding the Company's business model and requested a meeting with David Hagan, the Company's Chief Executive Officer. He also stated that he was a shareholder and looking to increase his position in the Company's stock. Ms. Orlando responded in an email correspondence and referred to publicly available information to answer Mr. Longnecker's questions. She also responded that Messrs. Hagan and Hovenier would be willing to meet with Mr. Longnecker. Ms. Orlando scheduled an in-person meeting to be held on March 4, 2016.

On February 18, 2016, Mr. Longnecker sent Ms. Orlando an email correspondence requesting a short call regarding the Company's business model with Mr. Hovenier before the earnings call. Ms. Orlando responded in an email correspondence to Mr. Longnecker confirming his questions by generally referencing information that was publicly available and also responded that Mr. Hovenier would not speak with Mr. Longnecker prior to the earnings call due to Company policy but would speak with him at the previously scheduled in-person meeting on March 4, 2016.

On February 19, 2016, Mr. Longnecker sent Ms. Orlando an email correspondence requesting the answer to a clarifying point related to the Company's financial model. Ms. Orlando responded in an email correspondence and referred to publicly available information to answer Mr. Longnecker's question.

On February 25, 2016, after the Company's year-end earnings call, Mr. Longnecker sent Ms. Orlando an email correspondence requesting clarification regarding certain of the Company's financial metrics. Ms. Orlando responded in an email correspondence on February 29, 2016 and answered his questions by again generally referencing publicly available information.

On March 4, 2016, Messrs. Hagan and Hovenier met with Mr. Longnecker. Mr. Longnecker provided Messrs. Hagan and Hovenier with an overview of Jovetree Capital. Messrs. Hagan and Hovenier and Mr. Longnecker then discussed the Company's fourth quarter of 2015 results, the Company's 2016 guidance, as well as the Company's business model and financial metrics during a sixty minute in-person meeting. The discussion only included publicly available information.

On March 9, 2016, Mr. Hagan received an email from Mr. Longnecker thanking Mr. Hagan for the meeting on March 4, 2016.

At no time during any of the telephonic or in-person meetings or in any written correspondence did Mr. Longnecker inquire about or discuss the Company's corporate governance framework or the composition of the Board.

There was no further correspondence between Mr. Longnecker and the Company until he delivered the Solicitation Notice on behalf of himself and Ides.

On March 17, 2016, the Company received a solicitation notice dated March 16, 2016 (the "Solicitation Notice") from Ides submitting Karen Finerman and Bradley Stewart as nominees for election at the Annual Meeting as Class II directors. The letter stated that Mr. Longnecker was a Partner and Director of Ides and Dianne McKeever was Chief Investment Officer. The Company had never heard of Ides Capital prior to receiving the Solicitation Notice. The Solicitation Notice did not make reference to Jovetree Capital. The letter also stated that Ides, together with Mr. Longnecker and Ms. McKeever, held 68,827 shares of the Company's common stock or approximately 0.18% of the Company's outstanding common stock.

On March 17, 2016, Messrs. Hagan and Hovenier sent an email correspondence to Mr. Longnecker and Ms. McKeever to schedule a telephonic meeting to discuss the Solicitation Notice.

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On March 18, 2016, Messrs. Hagan and Hovenier held a telephonic meeting with Mr. Longnecker and Ms. McKeever. During this initial call, Mr. Hagan expressed that the Company and Board are always open to receiving suggestions of potential candidates from stockholders and asked why Ides did not previously contact the Company about recommending its two nominees for election to the Board pursuant to the Company's Corporate Governance Guidelines, or why Mr. Longnecker did not discuss these issues in the numerous communications he previously had with the Company, including in the March 4, 2016 in-person meeting with Messrs. Hagan and Hovenier. Mr. Longnecker replied that it is a process. Messrs. Hagan and Hovenier also clarified for Ides the average tenure of the Board members was approximately less than three years as it appeared Ides mistakenly believed that all the board members have served on the Board since the Company's initial public offering. Messrs. Hagan and Hovenier also generally discussed the Board's nominating process.

In this same telephonic meeting, Mr. Hagan expressed that in February 2016, the Board had set a goal to add one person to the Board during calendar year 2016 and instructed the Nominating Committee (the "Nominating Committee") to begin reaching out to stakeholders to request their recommendation of potential director candidates. He also conveyed that the Board was focused on adding a Board member with certain attributes generally set forth in the Company's Corporate Governance Guidelines, and that the Board had been reviewing potential candidates suggested by various stakeholders. Mr. Hagan remarked that because the Board was already interested in increasing the size of the Board during the 2016 calendar year, the Board would be willing to consider the Ides nominees for nomination or election per the Corporate Governance Guidelines. Ides stated they believed the Ides nominees to be highly qualified and that the Company should approve electing them to the Board. Mr. Hagan replied that all potential Board candidates would need to go through the Board's formal nominating process for interviewing Board candidates and that candidates cannot be added unilaterally. Ides then stated that they had thoroughly interviewed their candidates so a protracted process was not necessary and Ides then further stated they had previously witnessed companies approving board candidates from a thirty minute telephonic interview. Mr. Hagan then suggested that adding a new board member after a thirty minute telephonic interview is not best corporate governance practice. Mr. Longnecker and Ms. McKeever agreed with Mr. Hagan's statement.

Mr. Hagan asked Ides whether Ides intended to engage in a proxy contest if the Nominating Committee did not nominate or elect their candidates after interviewing and evaluating them. Ides responded that they hoped it did not come to that. Mr. Hagan concluded the call by requesting the contact information for Ides' nominees so the Nominating Committee could review the nominees per its nominating process. Ides responded that it would provide the information in due course.

On March 21, 2016, Mr. Hagan sent an email correspondence to Ides requesting introductions to Ides' nominees as soon as possible so the Nominating Committee could set up interviews to evaluate the Ides nominees per its nominating process.

On the same day, Ides responded in email correspondence that before considering whether the Ides' nominees could be considered by the Nominating Committee, the Ides principals would need to discuss the nominating process with the chair of the Nominating Committee. Ides' email correspondence also referenced the Company's ISS QuickScore. Further, Ides provided its reference list, which appeared to include contacts from Mr. Longnecker's and Ms. McKeever's tenure at Barington Capital approximately ten years previous.

On March 21, 2016, Mr. Hagan replied in an email correspondence with additional background regarding the Company's ISS QuickScore. He also communicated that the Company would be willing to set up a call with Ides and Chuck Davis, the Chair of the Company's Nominating Committee. Mr. Hagan also provided a short summary of the nominating process and provided a link to the Company's website where the Company's Corporate Governance Guidelines were posted and where Ides could find more detailed information regarding the nominating process. Mr. Hagan communicated

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that the members of the Nominating Committee would set up interviews for the Ides' candidates as soon as reasonably available.

On March 23, 2016, Ides sent an email correspondence to Mr. Hagan requesting the contact information for Chuck Davis, the Chair of the Nominating Committee, to set up a telephonic meeting to discuss the nominating process. Mr. Hagan responded in an email correspondence that he would request that his assistant coordinate the scheduling of a telephonic meeting and asked whether the Nominating Committee could set up interviews with the Ides' nominees. Ides responded in an email correspondence and requested that Mr. Hagan's assistant reach out to Ides to schedule the telephonic meeting with Mr. Davis and that it would reach out to its nominees to get a sense of their schedules.

On March 24, 2016, prior to the Company being able to set up a telephonic meeting between Ides and the Nominating Committee, Ides issued a press release announcing that it had nominated Ms. Finerman and Mr. Stewart as Class II directors at the Company's 2016 Annual Meeting. Despite the Company's multiple efforts to organize meetings with the Nominating Committee and Ides' nominees, Ides alleged that the Company was dragging its feet.

On March 24, 2016, the Company also issued a press release regarding the Ides' solicitation.

On March 24, 2016, Mr. Hagan sent an email correspondence to Ides expressing his disappointment that Ides had decided to go public with its director nominees, especially after the Company had proactively attempted to arrange interviews for the Ides' nominees.

On March 25, 2016, Ides sent an email correspondence in response to Mr. Hagan's email. In the email correspondence Ides stated that it was willing to put its nominees into the formal nominating process *only if* the Board agreed to first nominate them as part of the Company's slate of directors (without first interviewing them), subject only to the nominees not having a criminal background.

Additionally, Ides recommended destaggering the Board, a proposal which neither Ides (nor Mr. Longnecker) had ever expressed in previous communications. It also recommended expanding the Board to seven directors, which the Board had already resolved to do in February 2016 and had already communicated to Ides.

On March 25, 2016, the Nominating Committee held a committee meeting and discussed the Ides' nomination and the nominees proposed by Ides. The Nominating Committee discussed that nominating the Ides' nominees without first meeting and interviewing them would be poor corporate governance and would not be in the best interests of the Company or its stockholders. The Nominating Committee instructed counsel for the Company to reach out to counsel for Ides to discuss the Ides' nominees and nomination process and that counsel should communicate to Ides' counsel that the Board could not nominate the Ides nominees without first interviewing them.

On March 28, 2016, counsel for the Company reached out to counsel for Ides to set up an introductory telephonic meeting to discuss the Ides nomination and the Company's nominating process.

On March 29, 2016, counsel for the Company and counsel for Ides held a telephonic meeting to discuss status generally. Counsel for the Company communicated that it would not be in the best interests of the Company and its stockholders for the Board to nominate the Ides nominees without interviewing them. The parties discussed moving along the nominating process to allow the Nominating Committee the opportunity to interview the Ides nominees.

The parties also discussed allowing Ides the opportunity to discuss the nominating process with the members of the Nominating Committee prior to the Ides' nominees meeting with the Nominating Committee. Counsel for the Company agreed that the Nominating Committee would be willing to discuss the nomination process, as set forth in the Company's Corporate Governance Guidelines, with Ides.

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On March 29, 2016, Ides' counsel sent an email correspondence to counsel for the Company to confirm that the Nominating Committee would meet with Ides to discuss the nominating process. Ides' counsel also asked whether the Ides nominees needed to meet with members of the Board and Nominating Committee in person.

On March 30, 2016, counsel for the Company sent an email correspondence confirming the prior day's discussion that the Nominating Committee would be more than willing to meet with the Ides principals to discuss the nominating process and that while the Committee generally preferred to meet with director candidates in person when possible, an in-person meeting with Ides' nominees was not required. Counsel for the Company also requested that Ides provide the Company available times for a telephonic meeting with the Committee.

On March 31, 2016, the Nominating Committee held a meeting to discuss the proposed telephonic meeting with Ides and also to confirm availability of its members for such a call. The Nominating Committee further discussed its process and also confirmed availability for scheduling interviews with the Ides' candidates if Ides agreed to such interviews.

On March 31, 2016, Ides responded in an email correspondence that they would be available on Friday, April 1, Saturday, April 2 or Sunday, April 3 to discuss the nominating process. Mr. Hagan responded that the Nominating Committee would be available the following day, Friday, April 1, 2016.

On April 1, 2016, the Nominating Committee and Ides held a telephonic meeting with counsel present regarding the nominating process. The Nominating Committee summarized the criteria that the Committee was looking for in a director candidate and also summarized the nomination and evaluation process, which was generally outlined in the Company's Corporate Governance Guidelines available on the Company's website. The Nominating Committee also conveyed that it had commenced the process of evaluating director candidates for possible election to the Board during calendar year 2016.

On April 1, 2016, counsel for Ides sent an email correspondence to the Company's counsel that the Nominating Committee's open approach was helpful. Counsel for Ides also shared that Ides would revert to the Company shortly.

On April 4, 2016, Messrs. Hagan and Hovenier had a telephonic meeting with Ides. During the meeting, Ides rejected the Nominating Committee's request to interview the Ides' nominees and Mr. Hagan communicated that the Board would be unable to appoint or nominate their nominees without interviewing and evaluating their nominees. The parties also discussed certain areas of the Company's corporate governance that Ides believed needed to be improved and also discussed the Company's ISS QuickScore. Mr. Hagan expressed that the Company was always open to improving the Company's corporate governance and had in fact been working with an independent consultant the last two years to improve ISS scoring. Mr. Hagan also shared that due to stockholder outreach, the Company had received Board candidate recommendations from some of the Company's major stockholders.

On April 5, 2016, the Company received a letter from Ides that was addressed to the Board. In the letter, Ides made various demands and requests regarding the Company's corporate governance practices, including new demands about expanding the Board to seven directors prior to the Annual Meeting and separating the role of Chairman and CEO. The timing of the Board expansion and separating the role of Chairman and CEO were new demands. The Company replied on April 6, 2016 that the letter had been forwarded to the Board.

On April 6, 2016, the Company received a books and records request from Ides pursuant to Section 220 of the Delaware General Corporation Law. The Company responded that it would comply with such request.

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On April 7, 2016, on behalf of the Board, Mr. Hagan and Chuck Davis, the Chair of the Nominating Committee, sent Ides a letter responding to Ides' letter sent on April 5, 2016 and reiterated the Board's request to interview Ides' nominees. In the letter the Board also expressed that it understood the importance of maintaining open communications with stockholders and ensuring that its corporate governance framework supports the pursuit of its strategic business plans and efforts to build long-term stockholder value. The same day, Ides contacted Mr. Hagan and requested a telephonic meeting with Messrs. Hagan and Davis for the next day, April 8, 2016, between 8:00 a.m. and 11:00 a.m. (Pacific Time). Messrs. Hagan and Davis agreed to make themselves available.

On the morning of April 8, 2016, Messrs. Hagan and Davis held a telephonic meeting with Ms. McKeever and Mr. Longnecker. Mr. Hagan again reiterated the Board's request to interview the Ides nominees and Ides refused the request. The parties then discussed the Company's corporate governance framework.

On the same morning of April 8, 2016, Ides issued a press release and disclosed the contents of its letter that it sent to the Board on April 5, 2016. Later during the same day, the Company issued a press release responding to Ides' press release and expressing that the Board had again requested to interview Ides' nominees.

On April 8, 2016, counsel for the Company reached out to counsel for Ides to set up a telephonic meeting between counsel to discuss a resolution to the potential proxy contest and a meeting was scheduled for April 11, 2016.

On April 11, 2016, counsel for the Company and counsel for Ides held a telephonic meeting to discuss a resolution to the potential proxy contest. Counsel discussed potential settlement terms. Counsel then discussed that each would revert with their respective clients to discuss the meeting and the issues that needed to be resolved.

On April 12, 2016, counsel again discussed settlement terms and feedback each had received from their respective clients.

As of the date hereof, the Company and Ides have had no other material contacts.

The Company is not responsible for the accuracy of any information provided by or relating to Ides contained in any proxy solicitation materials filed or disseminated by, or on behalf of, Ides or any other statements that Ides may otherwise make. Ides chooses which of our stockholders will receive Ides' proxy solicitation materials.

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DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

DIRECTORS AND EXECUTIVE OFFICERS

Our directors and executive officers, and certain information about each of them as of April 1, 2016 are set forth below.

Name	Age	Position with Boingo Wireless
David Hagan	55	Chief Executive Officer and Chairman of the Board
Peter Hovenier	48	Chief Financial Officer and Secretary
Dawn Callahan	46	Chief Marketing Officer
Derek Peterson	45	Chief Technology Officer
Tom Tracey	53	Senior Vice President of Operations
Charles Boesenberg	67	Lead Independent Director
Chuck Davis	55	Director
Michael Finley	55	Director
Terrell Jones	67	Director
Lance Rosenzweig	53	Director

David Hagan has served as our Chief Executive Officer and a member of our Board of Directors since November 2004. He also served as our President from 2001 to May 2013. In August 2014, Mr. Hagan was elected as Chairman of our Board of Directors. Prior to joining us, Mr. Hagan served as Chief Executive Officer of FirstSource Corp., an e-commerce solutions provider, and as a President and Chief Operating Officer of Ticketmaster Online CitySearch, an online ticket retailer and city website manager. Mr. Hagan has over 25 years of experience in senior management roles in the telecommunications industry with Sprint in the United States and Canada. Mr. Hagan is Vice Chairman of the Consumer Technology Association (CTA) Executive Board and a member of the compensation and audit committees, and is the former Chairman of the CTA Wireless Division board. He received a B.S. from the University of Kansas and an M.B.A. from Baker University. The Board of Directors determined that Mr. Hagan should serve as a director based on his position as our Chief Executive Officer and his understanding of the wireless industry.

Peter Hovenier has served as our Chief Financial Officer since November 2012. Mr. Hovenier served as our Senior Vice President of Finance from June 2007 to November 2012, and served as our Vice President Finance and Administration from June 2002 to June 2007. Prior to joining us, Mr. Hovenier was Vice President Finance and Administration of Frontera Corporation, an application service provider. Prior to Frontera, he held financial management positions with GeoCities, a web-hosting service; MGM Studios, a media company; and Wyndham Hotels Corporation, a hospitality company. In 1995, Mr. Hovenier became a Certified Public Accountant in the State of Washington. Mr. Hovenier received a B.A. in Accounting from Western Washington University.

Dawn Callahan has served as our Chief Marketing Officer since February 2014. Ms. Callahan served as our Senior Vice President of Marketing and Sales from January 2013 to February 2014 and as our Vice President of Consumer Marketing from March 2007 to January 2013. Prior to joining Boingo, she was Vice President of Marketing for the Southern California Region for Time Warner Cable. Ms. Callahan holds a B.A. in Sociology from Washington State University and an M.B.A. in Entrepreneurship from Concordia University.

Derek Peterson has served as our Chief Technology Officer since January 2014. Mr. Peterson served as our Senior Vice President of Engineering from January 2013 to January 2014, as our Vice President of Billing and Business Intelligence from June 2012 to January 2013, and our Director of Billing from April 2011 to June 2012. He is also an adjunct professor at Colorado Technical University, a position he has held since July 2008. Previously, Mr. Peterson was Director, Products at Oracle from July 2008 to April 2011, and Vice President, Engineering at United Online from April 2002 to July 2008. He is a

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veteran of Operation Desert Shield/Storm and Operation Joint Endeavor, having served with the United States Air Force. Mr. Peterson holds a B.S. in Computer Science from the University of Maryland, an M.A. in Education and Technology from the American Intercontinental University, and a Doctorate of Computer Science with a focus on Enterprise Information Systems from Colorado Technical University.

Tom Tracey has served as our Senior Vice President of Operations since May 2011. Mr. Tracey served as our Vice President of Networks from January 2007 to May 2011. Before joining Boingo, he served as President and Chief Operating Officer of MDU Communications, and as Vice President of Broadband Services at EarthLink. Mr. Tracey holds a B.S. from San Diego State University and an M.B.A. from the Anderson School at the University of California Los Angeles.

Charles Boesenberg was elected as our Lead Independent Director in August 2014 and has served as a member of our Board of Directors since March 2011. Mr. Boesenberg also serves on the board of directors of Silicon Graphics International Corp. and Callidus Software Inc. Mr. Boesenberg served as the President and Chief Executive Officer and Chairman of the board of directors at NetIQ Corporation from August 2002 until NetIQ Corporation was acquired by Attachmate Corporation in June 2006. Through both internal development and acquisitions, NetIQ became a leading supplier of Windows system management and security event management solutions for the global 2000 customer base. From 1998 to February 2000, Mr. Boesenberg was President and CEO of Integrated Systems, Inc. until Integrated Systems, Inc. merged with Wind River Systems. Integrated Systems, Inc. provided embedded systems software for a broad range of industries, including telecommunications, data communications, automotive, digital office and consumer electronics. Mr. Boesenberg joined Integrated Systems, Inc. from Magellan Corporation, a supplier of GPS satellite access products. During his four years as CEO of Magellan Corporation, he introduced consumer and satellite communications appliances including the Hertz Neverlost System. From 1992 to 1994, Mr. Boesenberg was President, CEO and Chairman of the board of directors at Central Point Software, a developer of desktop and network computer utility software. Prior to joining Central Point Software, Mr. Boesenberg was President of MIPS Computer Systems, Inc., where they completed a successful initial public offering. Mr. Boesenberg joined MIPS Computer Systems, Inc. from Apple Computer, where he served as Senior Vice President, managing the U.S. sales and marketing organizations with over 2,000 employees. Prior to Apple Computer, Mr. Boesenberg was Vice President and General Manager of Data General Europe in Paris, France, and served in several management positions at IBM. Mr. Boesenberg also served as a director of Interwoven, Inc. from July 2006 until its sale to Autonomy Corporation in March 2009, as a director of Ancestry.com Inc. from July 2006 until its sale to a private equity group in December 2012, as a director of Keynote Systems, Inc. from September 2006 until its sale to Thoma Bravo, LLC in August 2013, and as a director of Websense, Inc. from January 2013 until its sale to Vista Equity Partners in June 2013. Mr. Boesenberg holds a B.S. from Rose Hulman Institute of Technology and an M.S. in Business Administration from Boston University. The Board of Directors determined that Mr. Boesenberg should serve as a director based on his extensive experience serving on the boards of directors of other public companies, including experience dealing with corporate governance matters, his extensive experience in guiding boards of directors and public companies through successful corporate exits and his executive management experience in other technology companies.

Chuck Davis was appointed to our Board of Directors in August 2011. Since May 2014, Mr. Davis has served as Chairman, CEO and Director of Prodege LLC, a digital rewards community whose leading property is swagbucks.com. Previously, since January 2013, Mr. Davis served as Executive Chairman and Director of Prodege LLC. Mr. Davis serves variously as Executive Chairman and Director of The Teaching Company, a provider of educational materials under The Great Courses brand. Mr. Davis is currently a Venture Partner with Technology Crossover Ventures. From January 2006 to June 2011, Mr. Davis served variously as Executive Chairman, Chairman and Chief Executive

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Officer of Fandango, an online retailer of movie tickets. In addition, following Fandango's acquisition by Comcast in May 2007, Mr. Davis also served as an Executive Vice President of Comcast Interactive Media until June 2011. Mr. Davis previously served as President, CEO, and Director of BizRate.com, which became Shopzilla, from 1999 to 2005 including its sale to the E.W. Scripps Company. Mr. Davis also served in various executive and managerial capacities for The Walt Disney Internet Group from 1996 to 1999, News Corporation's TV Guide from 1992 to 1995, and Time Warner, Inc. from 1982 to 1991. Mr. Davis holds an A.B. in Urban Studies from Brown University and an M.B.A. from Harvard University. The Board of Directors determined that Mr. Davis should serve as a director based on his executive management experience with direct-to-consumer and e-commerce companies.

Michael Finley was appointed to our Board of Directors in August 2013. Mr. Finley currently serves as the President, North America and Australia and previously served as the Senior Vice President of Global Carrier Business Development for Qualcomm. Mr. Finley joined Nextel in 2002 as Area Vice President of Southern California and became Senior Vice President of General Business for the U.S. following its merger with Sprint. Mr. Finley served as President of the West Region and a Senior Vice President of Sprint Nextel before departing in 2008. Mr. Finley served as President of Verizon Wireless in Southern California, Vice President and General Manager in Sacramento, and was Vice President of Sales in Ohio for Airtouch Cellular. Mr. Finley previously held positions with Cellular One and McCaw Cellular. Mr. Finley received a B.S. and B.A. in Marketing from Creighton University and attended the General Manager Program in Executive Education at Harvard Business School. He currently serves on the board of the Los Angeles Sports and Entertainment Commission, and is a member of the Creighton University Hall of Fame. The Board of Directors determined that Mr. Finley should serve as a director based on his more than 30 years of experience in the wireless telecommunication industry.

Terrell Jones was elected as a member of our Board of Directors in June 2013. He is currently executive chairman of Wayblazer, Inc., a travel software provider, and president of ON, Inc., a travel and e-commerce consulting firm which he founded in 2002. Mr. Jones has served as an executive and/or on the board of directors of several public companies. Specifically, Mr. Jones was Chairman of Kayak.com (KYAK), an online travel company, from its founding in 2005 until its acquisition by the Priceline Group in May 2013; CEO of Travelocity.com (TVLY), an online travel company, from its founding in 1996 until its acquisition by SABRE in 2002; board and audit committee member of Entrust (ENTU), an internet service provider, from 1998 until 2004; board and audit committee member of La Quinta Corp (LQI), a hotel company, from 2004 until its sale to the Blackstone Group in January 2006; board and audit committee member of EarthLink, an internet services provider, from 2003 to 2011; and board member of Overture Services (OVER), an internet search company, from 2002 until its sale to Yahoo! in October 2003. Mr. Jones was employed for 22 years at American Airlines and its SABRE division in various executive positions including Chief Information Officer. Mr. Jones was a Special Venture Partner at General Catalyst Partners from 2002 to 2015. He received a B.A. in History from Denison University. The Board of Directors determined that Mr. Jones should serve as a director based on his significant experience in the Internet and e-commerce industries, his extensive experience in guiding boards of directors and public companies through successful corporate exits, as well as public company audit and board experience.

Lance Rosenzweig was appointed to our Board of Directors in July 2014. Mr. Rosenzweig currently serves as Operating Executive of Marlin Operations Group, working with Marlin Equity Partners, a global investment firm focused on providing corporate parents, shareholders, and other stakeholders with tailored solutions that meet their business and liquidity needs. Mr. Rosenzweig also serves as Chairman of the Board of two Marlin Equity Partners portfolio companies (Duncan Solutions and GiftCertificates.com), Chairman of the Board and interim Chief Executive Officer of another Marlin Equity Partners portfolio company (Domo Tactical Communications), and a board member of Quality Systems, Inc. Mr. Rosenzweig served as the Chief Executive Officer and President, Global Markets for Aegis USA, Inc., a leading business process outsourcing company that services major corporations in

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the healthcare, financial services, and other industries from 2013 through the company's sale in 2014. Mr. Rosenzweig served as the founder and Chief Executive Officer of LibertadCard, Inc., a provider of pre-paid debit and remit cards, since the company's inception in 2010 until 2013. Mr. Rosenzweig has also co-founded and served as Chairman of the Board of PeopleSupport, Inc. since its inception in 1998, and as PeopleSupport's Chief Executive Officer from 2002 through the company's sale in 2008. Mr. Rosenzweig was a founder, Chairman of the Board and President of Newcastle Group, a privately held plastics manufacturing company, from 1993 to 1997. He was also a founder of Unisite, a privately held wireless cell site management company, acquired by American Tower in 2000. Prior to 1993, Mr. Rosenzweig was a divisional Vice President at GE Capital, a Vice President in the investment banking group of Dean Witter (now Morgan Stanley), a Vice President in the investment banking group of Capel Court Pacific, and a Corporate Planning Manager of Jefferson Smurfit Group, a multinational packaging company. Mr. Rosenzweig received a B.S. in Industrial Engineering and an M.B.A. from Northwestern University. The Board of Directors determined that Mr. Rosenzweig should serve as a director based on his significant experience in the wireless industry, as well as public company audit and board experience.

CORPORATE GOVERNANCE AND BOARD MATTERS

Independence of the Board of Directors

As required under the listing standards of the Nasdaq Global Market ("Nasdaq"), a majority of the members of a Nasdaq-listed company's board of directors must qualify as "independent," as affirmatively determined by its board of directors. Our Board of Directors consults with counsel to ensure that the Board of Directors' determinations are consistent with all relevant laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of Nasdaq, as in effect from time to time.

Management has reviewed the directors' and director nominee's responses to a questionnaire asking about their transactions, relationships and arrangements with the Company (and those of their immediate family members) and other potential conflicts of interest. Other than as set forth in this proxy statement, these questionnaires did not disclose any transactions, relationships, or arrangements that question the independence of our directors or director nominees. After reviewing this information, our Board of Directors affirmatively determined that all of our directors and director nominees are independent directors within the meaning of the applicable Nasdaq listing standards except for David Hagan.

Information Regarding the Board of Directors and its Committees

As required under Nasdaq listing standards, our independent directors meet in regularly scheduled executive sessions at which only independent directors are present. Charles Boesenberg, our lead independent director, presides over these executive sessions. During 2015, the Board had an Audit

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Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The following table provides membership information for each of the Board committees during 2015:

Name	Audit	Compensation	Nominating and Corporate Governance
Charles Boesenberg	X*	X*	
Chuck Davis		X	X*
Michael Finley		X	
Terrell Jones	X		X
Lance Rosenzweig	X		

* Committee Chair.

During 2015, Terrell Jones also served as our Cyber Security Director.

Below is a description of each committee of the Board of Directors. The Board of Directors has determined that each member of the Audit, Compensation and Nominating and Corporate Governance Committees meets the applicable rules and regulations regarding "independence" and that each such member is free of any relationship that would interfere with his individual exercise of independent judgment with regard to the Company.

Audit Committee

Our Audit Committee is responsible for, among other things:

- selecting and hiring our independent auditors;
- approving the audit and non-audit services to be performed by our independent auditors;
- evaluating the qualifications, performance and independence of our independent auditors;
- monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to financial statements or accounting matters;
- reviewing the adequacy and effectiveness of our internal control policies and procedures;
- discussing the scope and results of the audit with the independent auditors and reviewing with management and the independent auditors our interim and year-end operating results;
- preparing the Audit Committee Report in our annual proxy statement;
- reviewing and monitoring actual and potential conflicts of interest of members of our Board of Directors and officers; and
- reviewing and evaluating, at least annually, its own performance and that of its members, including compliance with the committee charter.

Our Audit Committee charter can be found on the corporate governance section of our corporate website at *www.boingo.com*. Each of Charles Boesenberg, Terrell Jones and Lance Rosenzweig served on the Audit Committee of the Board of Directors during 2015. The Audit Committee met five times during 2015.

The Board of Directors annually reviews the Nasdaq listing standards definition of independence for Audit Committee members and has determined that all members of our Audit Committee are independent as currently defined under Nasdaq listing standards. The Board of Directors has determined that Charles Boesenberg and Lance Rosenzweig are each an audit committee financial expert as defined by Item 407(d) of Regulation S-K. The Board made a qualitative assessment of

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Mr. Boesenberg's level of knowledge and experience based on a number of factors, including his prior experience as chief executive officer of two publicly traded companies, and prior service as a director on the audit committee of eight other public companies. The Board also made a qualitative assessment of Mr. Rosenzweig's level of knowledge and experience based on a number of factors, including his experience as a partner of a leading private equity firm, prior experience as a chief executive officer of various publicly and privately traded companies and his prior experience in the banking industry.

Compensation Committee

Our Compensation Committee is responsible for, among other things:

- reviewing and approving corporate goals and objectives relevant to compensation of our Chief Executive Officer and other executive officers;
- reviewing and approving the following for our Chief Executive Officer and our other executive officers: annual base salaries, annual incentive bonuses, including the specific goals and amounts, equity compensation, employment agreements, severance arrangements and change in control arrangements and any other benefits, compensation or arrangements;
- reviewing the succession planning for our executive officers;
- reviewing and recommending compensation goals and bonus and equity compensation criteria for our employees;
- reviewing and recommending compensation programs for directors;
- preparing the compensation discussion and analysis and Compensation Committee report that the SEC requires in our annual proxy statement;
- administering, reviewing and making recommendations with respect to our equity compensation plans; and
- reviewing and evaluating, at least annually, its own performance and that of its members, including compliance with the committee charter.

A more detailed description of the Compensation Committee's functions can be found in our Compensation Committee Charter. The charter is published in the corporate governance section of our website at *www.boingo.com*. Each of Charles Boesenberg, Chuck Davis and Michael Finley served on the Compensation Committee of the Board of Directors during 2015. All members of the Compensation Committee are independent as currently defined under Nasdaq listing standards.

The Compensation Committee met four times during 2015. Mr. Hagan, our principal executive officer, does not participate in the determination of his own compensation or the compensation of directors. However, he makes recommendations to the Compensation Committee regarding the amount and form of the compensation of the other executive officers and key employees, and he often participates in the Committee's deliberations about their compensation. Mr. Hovenier, our Chief Financial Officer, and Bethany Ellis, our Senior Vice President Human Resources, also assists the Committee in its executive officer, director and employee compensation deliberations. No other executive officers participate in the determination of the amount or form of the compensation of executive officers or directors.

In November 2013, the Compensation Committee engaged The Croner Company, an executive compensation consultancy firm, to advise it in determining a compensation peer group and with other compensation matters. The Croner Company continued to advise the Compensation Committee during 2014 and 2015 on executive compensation-related matters. The Compensation Committee has determined that no impermissible conflict of interest applies in connection with The Croner Company's performance of its services for the Compensation Committee during 2015.

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Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee is responsible for, among other things:

- assisting our Board of Directors in identifying prospective director nominees and recommending nominees for each annual meeting of stockholders to the Board of Directors;
- reviewing developments in corporate governance practices and developing and recommending governance principles applicable to our Board of Directors;
- overseeing the evaluation of our Board of Directors and management;
- recommending members for each Board committee to our Board of Directors;
- reviewing and monitoring our code of business conduct and ethics; and
- reviewing and evaluating, at least annually, its own performance and that of its members, including compliance with the committee charter.

Our Nominating and Corporate Governance Committee charter can be found on the corporate governance section of our corporate website at *www.boingo.com*. Each of Chuck Davis and Terrell Jones served on the Nominating and Corporate Governance Committee of the Board of Directors during 2015. All members of the Nominating and Corporate Governance Committee are independent as currently defined under Nasdaq listing standards. The Nominating and Corporate Governance Committee met one time during 2015.

Our Nominating and Corporate Governance Committee believes that the minimum qualifications and skills that candidates for director should possess include (a) the highest professional and personal ethics and values, (b) broad experience at the policy-making level in business, government, education, technology or public interest, (c) a commitment to enhancing stockholder value and (d) sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. The committee also considers the following factors, in no particular order of importance: (a) various and relevant career experience, (b) relevant skills, such as an understanding of the Company's business, (c) financial expertise, (d) diversity and (e) local and community ties. However, the Nominating and Corporate Governance Committee retains the right to modify these qualifications from time to time.

Candidates for director nominees are reviewed in the context of the current composition of our Board, our operating requirements and the long-term interests of our stockholders. While we do not have a formal policy on diversity, our Nominating and Corporate Governance Committee considers diversity of experience as one of the factors it considers in conducting its assessment of director nominees, along with such other factors as it deems appropriate given the then current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability. In the case of incumbent directors, our Nominating and Corporate Governance Committee reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the committee also determines whether the nominee must be independent for Nasdaq purposes, which determination is based upon applicable Nasdaq listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary.

The Nominating and Corporate Governance Committee uses its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board. The Committee meets to discuss and consider such candidates' qualifications and then selects a nominee for recommendation to the Board by majority vote.

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The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders and evaluate them using the same criteria as candidates identified by the Board or the Nominating and Corporate Governance Committee for consideration. If a stockholder of the Company wishes to recommend a director candidate for consideration by the Nominating and Corporate Governance Committee, the stockholder recommendation should be delivered to the Secretary of the Company at the principal executive offices of the Company, and must include information regarding the candidate and the stockholder making the recommendation.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Each of Charles Boesenberg, Chuck Davis and Michael Finley served on the Compensation Committee of the Board of Directors during 2015. None of the members of the Compensation Committee was at any time during the 2015 fiscal year (or at any other time) an officer or employee of the Company. None of our executive officers serves as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our Board of Directors or Compensation Committee.

BOARD LEADERSHIP STRUCTURE

Our Board of Directors has combined the roles of Chairman and Chief Executive Officer, naming David Hagan, our Chief Executive Officer, as Chairman of the Board. Our Board has determined that we would be best served by having a Chairman with deep operational and strategic knowledge of our business. Our Board has also appointed Charles Boesenberg as our Lead Independent Director. Our Board has determined that we would be best served by also having a lead independent director to be responsible for calling special meetings of the independent directors and chairing all meetings of the independent directors.

RISK OVERSIGHT MANAGEMENT

Our Board provides risk oversight for our entire company by receiving management presentations, including risk assessments, from all functional areas of our company, and discussing these assessments with management. The Board's overall risk oversight is supplemented by the various committees. The Audit Committee discusses with management and our independent auditors our risk management guidelines and policies, our major financial risk exposures and the steps taken to monitor and control such exposures.

Our Compensation Committee oversees risks related to our compensation programs and discusses with management its annual assessment of our employee compensation policies and programs. Based upon this review, our Compensation Committee believes that any risks arising from such policies and practices are not reasonably likely to have a material adverse effect on the Company in the future. Specifically, we believe that the elements of our compensation program do not encourage unnecessary or excessive risk-taking. Base salaries are fixed in amount and thus do not encourage risk-taking. A significant proportion of the compensation provided to our executives, and a material amount of the compensation provided to other employees, is in the form of long-term equity awards that are important to help further align employee interests with those of our stockholders. We do not believe that these awards encourage unnecessary or excessive risk-taking because the ultimate value of the awards is tied to our stock price, and because awards are staggered and subject to long-term vesting schedules to help ensure that employees have significant value tied to long-term stock price performance.

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COMMUNICATIONS WITH OUR BOARD OF DIRECTORS

Our Board desires that the views of the Company's stockholders will be heard by our Board, its committees or individual directors, as applicable, and that appropriate responses will be provided to stockholders on a timely basis. Stockholders wishing to formally communicate with our Board of Directors, any Board committee, the independent directors as a group or any individual director may send communications directly to the Company at Boingo Wireless, Inc., 10960 Wilshire Blvd., 23rd Floor, Los Angeles, California 90024, Attention: Corporate Secretary. All clearly marked written communications, other than unsolicited advertising or promotional materials, are logged and copied, and forwarded to the director(s) to whom the communication was addressed. Please note that the foregoing communication procedure does not apply to (i) stockholder proposals pursuant to Exchange Act Rule 14a-8 and communications made in connection with such proposals, (ii) stockholder proposals and director nominations pursuant to our bylaws or (iii) service of process or any other notice in a legal proceeding.

MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met five times during 2015. Each Board member attended 75% or more of the aggregate of the meetings of the Board and of the committees on which he served, held during the period for which such member was a director or committee member. Members of the Board and its committees also consulted informally with management from time to time and acted at various times by written consent without a meeting during 2015. We do not have a formal policy regarding attendance by members of the Board of Directors at our annual meetings of stockholders, and one director attended our 2015 Annual Meeting of Stockholders.

CODE OF BUSINESS CONDUCT AND ETHICS

The Company has adopted the Boingo Wireless, Inc. Code of Business Conduct and Ethics that applies to all directors, officers and employees. A copy is available on the corporate governance section of our website at *www.boingo.com*. If the Company makes any substantive amendments to the Code of Business Conduct and Ethics or grants any waiver from a provision of the Code to any executive officer or director, the Company will promptly disclose the nature of the amendment or waiver in its public filings, as required by law or securities market regulations.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information known to us regarding beneficial ownership of our voting securities as of March 16, 2016 by:

- each person known by us to be the beneficial owner of more than 5% of any class of our voting securities;
- our named executive officers;
- each of our directors and director nominees; and
- all executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (the "SEC") and generally includes voting or investment power with respect to securities. Except as noted by footnote, and subject to community property laws where applicable, the persons named in the table below have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them. The table below is based upon information supplied by officers, directors and principal stockholders and Schedules 13G filed with the SEC.

This table lists applicable percentage ownership based on 37,756,704 shares of Common Stock outstanding as of March 16, 2016. Options to purchase shares of our Common Stock that are exercisable within 60 days of March 16, 2016 are deemed to be beneficially owned by the persons holding these options and convertible notes for the purpose of computing percentage ownership of that person, but are not treated as outstanding for the purpose of computing any other person's ownership percentage. Restricted stock units that are expected to vest within 60 days of March 16, 2016 are also

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deemed to be beneficially owned for purposes of computing percentage ownership of that person, but are not treated as outstanding for the purpose of computing any other person's ownership percentage.

	Beneficial Ownership	
Name and Address of Beneficial Owner(1)	**Number of Shares**	**Percent of Total Outstanding Common Stock**
5% Stockholders		
Columbia Wanger Asset Management, LLC(2) 227 West Monroe Street, Suite 3000 Chicago, IL 60606	4,734,959	12.5%
Gilder, Gagnon, Howe & Co. LLC(3) 3 Columbus Circle, 26th Floor New York, NY 10019	2,429,576	6.4%
Park West Asset Management LLC(4) 900 Larkspur Landing Circle, Suite 165 Larkspur, California 94939	2,000,000	5.3%
Named Executive Officers, Directors and Director Nominees		
Charles Boesenberg(5)	104,875	*
Dawn Callahan(6)	236,912	*
Chuck Davis(7)	73,124	*
Michael Finley(8)	32,706	*
David Hagan(9)	1,727,450	4.6%
Peter Hovenier(10)	238,073	*
Nick Hulse(11)	30,311	*
Terrell Jones(12)	34,058	*
Derek Peterson(13)	72,929	*
Lance Rosenzweig(14)	8,038	*
Tom Tracey(15)	150,488	*
All executive officers, directors and director nominees as a group (11 persons)	2,708,964	7.2%

* Less than one percent.

(1) Unless otherwise indicated, the address for each beneficial owner is c/o Boingo Wireless, Inc., 10960 Wilshire Blvd., 23rd Floor, Los Angeles, CA 90024.

(2) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on January 20, 2016. Columbia Wanger Asset Management, LLC ("CWAM") does not directly own any shares. As the investment adviser of Columbia Acorn Fund and various other investment companies and managed accounts, CWAM may be deemed to beneficially own the shares reported herein by Columbia Acorn Fund. Accordingly, the shares reported by CWAM include those shares separately reported herein by Columbia Acorn Fund. CWAM disclaims beneficial ownership of any shares.

(3) Based on a Schedule 13G filed with the Securities and Exchange Commission on February 12, 2016. The shares reported include 2,009,152 shares held in customer accounts over which partners and/or employees have discretionary authority to dispose of or direct the disposition of shares, 103,430 shares held in the account of the profit sharing plan, and 316,994 shares owned by the partners and their families.

(4) Based on a Schedule 13G filed with the Securities and Exchange Commission on January 29, 2016. Park West Asset Management LLC ("PWAM") is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company ("PWIMF"), and Park West Partners

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International, Limited, a Cayman Islands exempted company ("PWPI"). Peter S. Park is the sole member and manager of PWAM. PWIMF held 1,757,282 shares and PWPI held 242,718 shares.

(5) Represents 56,875 shares held by Mr. Boesenberg and 48,000 shares issuable to Mr. Boesenberg upon exercise of options that are currently exercisable.

(6) Represents 19,847 shares held by Ms. Callahan, 214,286 shares issuable to Ms. Callahan upon exercise of options that are currently exercisable or will become exercisable within 60 days of March 16, 2016, and 2,779 shares issuable to Ms. Callahan upon vesting of restricted stock units within 60 days of March 16, 2016.

(7) Represents 37,124 shares held by Mr. Davis and 36,000 shares issuable to Mr. Davis upon exercise of options that are currently exercisable.

(8) Represents 32,706 shares held by Mr. Finley.

(9) Represents 478,177 shares held by Mr. Hagan and 1,249,273 shares issuable to Mr. Hagan upon exercise of options that are currently exercisable or will become exercisable within 60 days of March 16, 2016.

(10) Represents 86,740 shares held by Mr. Hovenier and 151,333 shares issuable to Mr. Hovenier upon exercise of options that are currently exercisable or will become exercisable within 60 days of March 16, 2016.

(11) Represents 30,311 shares held by Mr. Hulse. Mr. Hulse left the Company effective January 4, 2016.

(12) Represents 34,058 shares held by Mr. Jones.

(13) Represents 20,942 shares held by Mr. Peterson, 49,208 shares issuable to Mr. Peterson upon exercise of options that are currently exercisable or will become exercisable within 60 days of March 16, 2016, and 2,779 shares issuable to Mr. Peterson upon vesting of restricted stock units within 60 days of March 16, 2016.

(14) Represents 8,038 shares held by Mr. Rosenzweig.

(15) Represents 37,293 shares held by Mr. Tracey, 111,111 shares issuable to Mr. Tracey upon exercise of options that are currently exercisable or will become exercisable within 60 days of March 16, 2016, and 2,084 shares issuable to Mr. Tracey upon vesting of restricted stock units within 60 days of March 16, 2016.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors, executive officers, and holders of more than 10% of our Common Stock to file reports regarding their ownership and changes in ownership of our securities with the SEC, and to furnish us with copies of all Section 16(a) reports that they file.

The Company filed a late Form 4 on behalf of Lance Rosenzweig on November 17, 2015 covering one transaction in connection with the vesting and automatic settlement of a restricted stock unit award that was not reported on a timely basis, the grant of which was previously disclosed. Additionally, on November 17, 2015, the Company filed a Form 4/A for each of Messrs. Charles Boesenberg, Chuck Davis, Sky Dayton and Terrell Jones, each covering one transaction with respect to vesting and automatic settlement of a restricted stock unit award that was not reported on a timely basis, the grants of which were previously disclosed. Other than this, we believe that during the fiscal year ended December 31, 2015, our directors, executive officers, and greater than 10% stockholders complied with all other applicable Section 16(a) filing requirements. In making these statements, we have relied upon a review of the copies of Section 16(a) reports furnished to us and the written representations of our directors, executive officers, and greater than 10% stockholders.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

POLICIES AND PROCEDURES FOR RELATED PARTY TRANSACTIONS

As provided by our Audit Committee Charter, our Audit Committee is responsible for reviewing and approving in advance any related party transaction. Neither the Board of Directors nor the Audit Committee has adopted specific policies or guidelines relating to the approval of related party transactions. The members of our Audit Committee determine whether to approve a related party transaction in the exercise of their fiduciary duties as directors.

RELATED PARTY TRANSACTIONS

In addition to the compensation arrangements with directors and named executive officers described elsewhere in this proxy statement, since January 1, 2015, there has not been a transaction or series of related transactions in which we were or are a party involving an amount in excess of $120,000 and in which any director, executive officer, holder of more than 5% of our capital stock, or any member of the immediate family or person sharing the household with any of these individuals (other than tenants or employees), had or will have a direct or indirect material interest.

Indemnification Agreements

We have entered into an indemnification agreement with each of our directors and executive officers. The indemnification agreements and our certificate of incorporation and bylaws require us to indemnify our directors and executive officers to the fullest extent permitted by Delaware law.

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DIRECTOR COMPENSATION

Cash Compensation

Non-employee directors of the Company are eligible for paid compensation for services provided as a director. Our cash compensation program for non-employee directors was amended as of January 1, 2015 and following such amendment each member of our Board of Directors who was not an employee was paid an annual retainer for 2015 service of $35,000. In addition, Board members were paid additional annual retainer amounts in 2015 for specified service, as follows:

- $15,000 for service as the lead independent director of our Board of Directors;
- $24,000 for service as the chair of our Audit Committee;
- $15,000 for service as the chair of our Compensation Committee;
- $7,500 for service as the chair of our Nominating and Corporate Governance Committee;
- $10,000 for service (other than as the chair) on our Audit Committee;
- $7,500 for service (other than as the chair) on our Compensation Committee;
- $4,000 for service (other than as the chair) on our Nominating and Corporate Governance Committee; and
- $7,500 for service as our Cyber Security Director (our director that provides oversight of the Company's cyber security practices).

The non-employee members of our Board of Directors are also eligible for reimbursement of reasonable out-of-pocket travel expenses incurred in attending Board and committee meetings.

Equity-Based Compensation

Our equity compensation program for non-employee directors provides for the grant of restricted stock units ("RSUs") and is comprised of both an initial equity award upon joining our Board of Directors and annual equity awards in connection with each annual meeting of our stockholders. As amended in December 2014 (and effective as of the first regular meeting of stockholders in 2015), the program provides for the following awards of RSUs:

- Initial Equity Award Each new non-employee director joining our Board will receive a one-time RSU award covering a number of shares equal to the quotient obtained by dividing $200,000 by the average of the closing sales price of our common stock for the five consecutive trading days prior to the date of grant (rounded down to the next whole number of shares of our common stock). The RSUs will vest $33^1/_3$% per year over a three-year period of continuous service. In addition, such RSUs will vest in full upon the earlier of (a) the occurrence of a change in control on or before the date the director's service with us terminates, or (b) the day immediately prior to our first regular annual meeting of stockholders that occurs in the third year following the date of grant.

If the non-employee director is elected to our Board of Directors, the grant will be made on the date the non-employee director becomes elected to the Board of Directors.

If the non-employee director is instead appointed to our Board of Directors, the grant will be made on the first Tuesday of the month occurring after the date the non-employee director was appointed to the Board of Directors; provided, however, that if such date occurs during a blackout period as determined under the Company's Insider Trading Policy, the effective date of the grant will be the next occurring Tuesday that is not in a blackout period.

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Annual Equity Award Following the conclusion of each regular annual meeting of stockholders, each continuing non-employee director will receive a RSU award covering a number of shares equal to the quotient obtained by dividing $120,000 by the average of the closing sales price of our common stock for the five consecutive trading days prior to the date of grant. In addition to the foregoing, the lead independent director of our Board of Directors will receive a RSU award covering a number of shares equal to the quotient obtained by dividing $66,000 by the average of the closing sales price of our common stock for the five consecutive trading days prior to the date of grant. Such RSUs will vest in full upon the earliest of (a) the first anniversary of the date of grant, (b) the occurrence of a change in control on or before the date the director's service with us terminates, or (c) the day immediately prior to our first regular annual meeting of stockholders that occurs in the year following the date of grant.

The following table sets forth information about the compensation of each person who served as a director during the 2015 fiscal year, other than a director who also served as a named executive officer.

Name	Fees Earned or Paid in Cash ($)	Restricted Stock Unit Awards ($)(1)(2)(3)	Total ($)
Charles Boesenberg	89,000	199,775	288,775
Chuck Davis	50,000	119,867	169,867
Michael Finley	42,500	119,867	162,367
Terrell Jones	56,500	119,867	176,367
Lance Rosenzweig	45,000	119,867	164,867

(1) The amounts in this column represent the aggregate grant date fair value of stock awards granted to the non-employee director in the applicable fiscal year computed in accordance with FASB ASC Topic 718. See Notes 2 and 15 of the notes to our audited consolidated financial statements included in our Annual Report on Form 10-K for a discussion of the assumptions made by the Company in determining the grant date fair value of its equity awards.

(2) As of December 31, 2015, the above-listed non-employee directors held outstanding RSUs under which the following number of shares of our common stock are issuable: Charles Boesenberg 22,148; Chuck Davis 13,289; Michael Finley 27,275; Terrell Jones 28,625; and Lance Rosenzweig 37,404.

(3) As of December 31, 2015, the above-listed non-employee directors held outstanding options to purchase the following number of shares of our common stock: Charles Boesenberg 48,000 and Chuck Davis 36,000. These options were granted prior to 2013, when the equity component of our non-employee director compensation program provided for options rather than RSUs.

Non-Employee Director Stock Ownership Guidelines

During 2015, our non-employee directors were not required to own a particular number of shares of our common stock. In January 2016, our Compensation Committee determined that it would adopt stock ownership guidelines for our non-employee directors and our named executive officers. The ownership guidelines provide for a three year accumulation period from their approval, and will require that our directors hold shares and share equivalents equal in value to three times their annual retainer. For purposes of the stock ownership guidelines, vested RSUs and vested and in-the-money options will be counted toward the applicable requirement.

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

This compensation discussion and analysis, which reviews and discusses our compensation programs and policies for our 2015 named executive officers should be read together with the compensation tables and related disclosures included below. It contains forward-looking statements that are based on our current plans, considerations, expectations and determinations regarding our compensation decisions and programs.

Our "named executive officers" for 2015 include:

- David Hagan, our Chief Executive Officer;
- Peter Hovenier, our Chief Financial Officer;
- Dawn Callahan, our Chief Marketing Officer;
- Nick Hulse, our former President, who left the Company effective January 4, 2016, in connection with a management reorganization that included the elimination of the position of President; and
- Tom Tracey, Senior Vice President of Operations.

Executive Summary of 2015 Developments

2015 Performance Highlights

Highlights of the Company's performance in 2015 included the following:

- Revenue of $139.6 million, which was an increase of 17% over 2014 revenue;
- Adjusted EBITDA of $29.6 million, which was an increase of 46% over 2014 Adjusted EBITDA.
- Consumed free cash flows of $4.5 million compared to $49.7 million for 2014.
- Signed 57 DAS carrier contracts during the year, which was an increase of 500% over the total dollar value of DAS carrier contracts signed in 2014, representing the largest year for DAS carrier sales in the Company's history;
- High-speed Wi-Fi and IPTV now covers 244,000 beds on 49 U.S. military bases compared to 130,000 beds on 29 U.S. military bases at the end of 2014; and
- Boingo was named "Best Wi-Fi Network Operator" for the sixth time by *Global Traveler Magazine*, and "Best Wi-Fi Network Operator" and "Best Wi-Fi Service for Vertical Markets" (Military) for the first time at the Wireless Broadband Alliance (WBA) 2015 Wi-Fi Industry Awards.

2015 Executive Compensation Overview

The following highlights the primary compensation decisions our Compensation Committee made and results achieved during 2015 with regard to our executive compensation programs:

The base salaries of our named executive officers were increased between 3% to 8% to account for cost of living increases, achieve certain pay equity objectives and more closely align certain executives with the 50^{th} percentile for total cash compensation of our peer group;

Bonuses were paid under our cash incentive plan at 103% of target based upon our pre-established corporate financial objectives for 2015, which our Compensation Committee