

DAYTON SKY D
Form 3/A
February 14, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>DAYTON SKY D</p> <p>(Last) (First) (Middle)</p> <p>C/O BOINGO WIRELESS, INC., 10960 WILSHIRE BLVD., SUITE 800</p> <p>(Street)</p> <p>LOS ANGELES, CA 90024</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/03/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BOINGO WIRELESS INC [WIFI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/03/2011</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 4,000,000 ⁽¹⁾ | I | The Dayton Family Trust of 1999 |
| Common Stock | 341,623 ⁽¹⁾ | I | The Dayton Children's Trust d/t/d 3/11/02 |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAYTON SKY D C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90024 | X | X | | |
| Dayton Family Trust of 1999 C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024 | | X | | |
| Dayton Children's Trust d/t/d 3/11/02 C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024 | | X | | |
| Dayton Arwen C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90024 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Kurt Oreshack as Attorney-in-fact for Sky Dayton | 02/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kurt Oreshack as Attorney-in-fact for The Dayton Family Trust of 1999 | 02/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kurt Oreshack as Attorney-in-fact for the Dayton Children's Trust d/t/d 3/11/02 | 02/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kurt Oreshack as Attorney-in-fact for Arwen Dayton | 02/14/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) No change to original line item. Re-reported to gain access to filing system in order to add group member.

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Remarks:

The^ purpose^ of^ this^ Amendment^ is^ to^ add^ Arwen^ Dayton^ as^ a^ reporting^ person^ to^ this^ group.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.