

BOINGO WIRELESS INC
Form 8-K
August 08, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **August 4, 2014**

BOINGO WIRELESS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

of incorporation)

001-35155
(Commission

File Number)

95-4856877
(IRS Employer

Identification No.)

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10960 Wilshire Blvd., Suite 800
Los Angeles, California
(Address of principal executive offices)

90024
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement

On August 4, 2014, our wholly owned subsidiary, New York Telecom Partners LLC (NYTP) entered into a Supplemental Agreement (the Agreement) to its Telecommunications Network Access Agreement (TNAS Agreement) with the Port Authority of New York and New Jersey (NYPA).

Under the Agreement, NYTP will design and manage Wi-Fi and distributed antenna system (DAS) networks within certain areas of the new World Trade Center complex. NYTP is required to make payments to NYPA upon the occurrence of certain carrier-related milestones. NYTP will additionally pay revenue share to NYPA derived from DAS and Wi-Fi receipts received under the Agreement. The Agreement has a maximum term of 20 years, and with certain exceptions, will be coterminous with the TNAS Agreement.

We will file the Agreement as an Exhibit to our 10-Q for the quarter ended September 30, 2014, and we will seek confidential treatment of portions of the Agreement.

SIGNATURE

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

BOINGO WIRELESS, INC.

Date: August 8, 2014

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