

Caccavo James A  
 Form 3  
 May 03, 2011

**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Steelpoint Capital Partners LP		(Month/Day/Year)	BOINGO WIRELESS INC [WIFI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
420 STEVENS AVE. SUITE 370,Â		05/03/2011	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
SOLANA BEACH,Â CAÂ 92075			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**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	3,107,766	D <sup>(1)</sup>	Â
Common Stock	50,259	I	Steelpoint Co-Investment Fund, LLC <sup>(2)</sup>

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

SEC 1473 (7-02)

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

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

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
		Title			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steelpoint Capital Partners LP 420 STEVENS AVE. SUITE 370 SOLANA BEACH, CA 92075	^	^ X	^	^
Steelpoint Co-Investment Fund LLC C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD, SUITE 800 LOS ANGELES, CA 90024	^	^ X	^	^
Caccavo James A C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024	^	^ X	^	^

## Signatures

/s/ Peter Hovenier as Attorney-in-fact for Steelpoint Capital Partners, LP	05/03/2011
Signature of Reporting Person	Date
/s/ Peter Hovenier as Attorney-in-fact for Steelpoint Co-Investment Fund, LLC	05/03/2011
Signature of Reporting Person	Date
/s/ Peter Hovenier as Attorney-in-fact for James Caccavo	05/03/2011
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) The reported securities are owned directly by Steelpoint Capital Partners, LP, and indirectly by Steelpoint Capital Advisors LLC, as general partner of Steelpoint Capital Partners, LP, and James Caccavo, as managing member of Steelpoint Capital Advisors LLC. Steelpoint Capital Advisors LLC and James Caccavo disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (2) The reported securities are owned directly by Steelpoint Co-Investment Fund LLC which is managed by Steelpoint Capital Advisors LLC. The managing member of Steelpoint Capital Advisors LLC is James Caccavo. Steelpoint Capital Advisors LLC and James Caccavo disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

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.