

BOINGO WIRELESS INC
Form 8-K
May 06, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **May 1, 2013**

BOINGO WIRELESS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-35155
(Commission File Number)

95-4856877
(I.R.S. Employer Identification No.)

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10960 Wilshire Blvd., Suite 800

Los Angeles, California 90024

(Address of principal executive offices and 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) On May 1, 2013, we appointed Nicholas W. Hulse, 47, to serve as our new President. Prior to joining us, Mr. Hulse served as Chief Revenue Officer of the Rubicon Project, a digital media company. From July 2009 to March 2011, Mr. Hulse was Senior Vice President of Worldwide Sales at iPass Inc., a wireless Internet provider. From March 2008 until July 2009, Mr. Hulse was Executive Vice President, Worldwide Field Operations, for Tumbleweed Communications Corp., a provider of secure Internet communication solutions, which was acquired by Sopra Group SA in 2008. Mr. Hulse holds a degree in Marketing and Finance from Northumbria University in the United Kingdom.

Mr. Hulse's employment agreement provides for an annual base salary of \$325,000 and eligibility for an annual cash-incentive bonus with a target bonus equal to 75% of his annual base salary based on criteria established and approved by the compensation committee of our board of directors. In addition, Mr. Hulse will be granted an option to purchase 250,000 shares of our common stock and restricted stock units covering 50,000 shares of our common stock.

The employment agreement also provides for certain severance benefits, as follows: If Mr. Hulse's employment is terminated without cause or should Mr. Hulse resign his employment for good reason prior to, or more than 12 months after, a change in control, Mr. Hulse is entitled to 12 months of base salary, a pro rata payment of his annual target bonus, 12 months of continued health benefits, and 12 months of vesting credit under his outstanding equity awards. If Mr. Hulse's employment is terminated without cause or should Mr. Hulse resign his employment for good reason within 12 months following a change in control, Mr. Hulse is entitled to 12 months of base salary, annual target bonus, 12 months of continued health benefits, and full vesting of his outstanding equity awards.

The foregoing summary of Mr. Hulse's employment agreement is qualified in its entirety by reference to the full text of the agreement which will be filed with our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.

SIGNATURES

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: May 6, 2013

/s/ Peter Hovenier

Peter Hovenier

Chief Financial Officer
