

MITSUI & CO USA INC
 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 and Ticker or Trading Symbol	
MITSUI & CO USA INC			05/03/2011		BOINGO WIRELESS INC [WIFI]	
(Last)	(First)	(Middle)			4. Relationship of Reporting Person(s) to Issuer	
200 PARK AVE, NY					5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)					6. Individual or Joint/Group Filing(Check Applicable Line)	
NEW YORK, NY 10166					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

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	3,348,076	D ⁽¹⁾	NY
Common Stock	2,520,998	I	Corporate Development Fund of Mitsui & Co., Ltd. ⁽²⁾
Common Stock	827,078	I	MCVP Holding, Inc. ⁽³⁾
Common Stock	16,707	I	Mitsui & Co. Global Investment, Inc. ⁽⁴⁾

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
MITSUI & CO USA INC 200 PARK AVE NEW YORK, NY 10166	^	^ X	^	^
Corporate Development Fund of Mitsui & Co., Ltd. C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024	^	^ X	^	^
Mitsui & Co. Global Investment, Inc. C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024	^	^ X	^	^
MCVP Holding, Inc. C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024	^	^ X	^	^

Signatures

/s/ Peter Hovenier as Attorney-in-fact for Mitsui & Co. (USA), Inc.	05/03/2011
__Signature of Reporting Person	Date
/s/ Peter Hovenier as Attorney-in-fact for Mitsui & Co. Global Investment, Inc.	05/03/2011
__Signature of Reporting Person	Date
/s/ Peter Hovenier as Attorney-in-fact for Corporate Development Fund of Mitsui & Co., Ltd.	05/03/2011
__Signature of Reporting Person	Date
/s/ Peter Hovenier as Attorney-in-fact for MCVP Holding, Inc.	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).

The reported securities are owned directly by Mitsui & Co. (USA), Inc. Corporate Development Fund of Mitsui & Co. Ltd., MCVP

(1) Holding, Inc. and Mitsui & Co. Global Investment, Inc. may be deemed to beneficially own the reported securities but disclaim beneficial ownership of such securities except to the extent of their pecuniary interests therein.

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- The reported securities are owned by Corporate Development Fund of Mitsui & Co. Ltd. Mitsui & Co. (USA), Inc., MCVP Holding and
- (2) Mitsui & Co. Global Development, Inc. may be deemed to beneficially own the reported securities but disclaim but disclaim beneficial ownership of the securities except to the extent of their pecuniary interests therein.

- The reported securities are owned directly by MCVP Holding, Inc. Mitsui & Co. (USA), Inc., Corporate Development Fund of Mitsui & Co. Ltd. and Mitsui & Co. Global Investment, Inc. may be deemed to beneficially own the reported securities but disclaim beneficial ownership of such securities except to the extent of their pecuniary interests therein.
- (3) Co. Ltd. and Mitsui & Co. Global Investment, Inc. may be deemed to beneficially own the reported securities but disclaim beneficial ownership of such securities except to the extent of their pecuniary interests therein.

- The reported securities are owned directly by Mitsui & Co. Global Investment, Inc. Corporate Development Fund of Mitsui & Co. Ltd., MCVP Holding, Inc. and Mitsui & Co. (USA), Inc. may be deemed to beneficially own the reported securities but disclaim beneficial ownership of such securities except to the extent of their pecuniary interests therein.
- (4) MCVP Holding, Inc. and Mitsui & Co. (USA), Inc. may be deemed to beneficially own the reported securities but disclaim beneficial ownership of such securities except to the extent of their pecuniary interests therein.

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

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