

MITSUI & CO USA INC
 Form 4
 February 23, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 MITSUI & CO LTD

2. Issuer Name and Ticker or Trading Symbol
 BOINGO WIRELESS INC [WIFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2012

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

2-1, OHTEMACHI
 1-CHOME, CHIYODA-KU

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

TOKYO, M0 100-0004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/21/2012 | | S | 796 | D 9,504 (1) | 5,936 | I Mitsui & Co. Global Investment, Inc. (3) (5) (6) |
| Common Stock | 02/21/2012 | | S | 8,368 | D 9,504 (1) | 62,360 | I MCVP Holding, Inc. (4) (5) (6) |
| Common Stock | 02/22/2012 | | S | 562 | D 9,325 (2) | 5,374 | I Mitsui & Co. Global Investment, Inc. (3) (5) (6) |

| | | | | | | | | |
|--------------|------------|---|-------|---|--------------------|-----------|---|--|
| Common Stock | 02/22/2012 | S | 5,906 | D | \$ 9.325 (2) | 56,454 | I | MCVP Holding, Inc. (4) (5) (6) |
| Common Stock | | | | | | 3,348,076 | I | Mitsui & Co. (U.S.A.), Inc. (5) (6) |
| Common Stock | | | | | | 2,520,998 | I | Corporate Development Fund of Mitsui & Co., Ltd. (5) (6) |

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

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.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MITSUI & CO LTD 2-1, OHTEMACHI 1-CHOME CHIYODA-KU TOKYO, MO 100-0004 | | X | | |
| MITSUI & CO USA INC 200 PARK AVE NEW YORK, NY 10166 | | X | | |

MCVP Holding, Inc.
200 PARK AVE X
NEW YORK, NY 10166

Corporate Development Fund of Mitsui & Co., Ltd.
NIHON KEIZAI SHIMBUN, THB 8TH FLOOR X
1-3-7 OTEMACHI CHIYODA-KU
TOKYO, MO 100-0004

Mitsui & Co. Global Investment, Inc.
535 MIDDLEFIELD ROAD X
MENLO PARK, CA 94025

Mitsui & Co. Global Investment Ltd.
NIHON KEIZAI SHIMBUN, THB 8TH FLOOR X
1-3-7 OTEMACHI CHIYODA-KU
TOKYO, MO 100-0004

Mitsui & Co. Principal Investments Ltd.
NIHON KEIZAI SHIMBUN, THB 8TH FLOOR X
1-3-7 OTEMACHI CHIYODA-KU
TOKYO, MO 100-0004

Signatures

/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co., Ltd. 02/23/2012

__Signature of Reporting Person Date

/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. (U.S.A.), Inc. 02/23/2012

__Signature of Reporting Person Date

/s/ Adam Walczak as Attorney-in-fact for MCVP Holding, Inc. 02/23/2012

__Signature of Reporting Person Date

/s/ Adam Walczak as Attorney-in-fact for Corporate Development Fund of Mitsui & Co., Ltd. 02/23/2012

__Signature of Reporting Person Date

/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Global Investment, Inc. 02/23/2012

__Signature of Reporting Person Date

/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Global Investment Ltd. 02/23/2012

__Signature of Reporting Person Date

/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Principal Investments Ltd. 02/23/2012

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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 prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$9.40 to \$9.70, inclusive. The reporting person undertakes to provide to Boingo Wireless, Inc., any security holder of Boingo Wireless, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2)

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The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$9.17 to \$9.445, inclusive. The reporting person undertakes to provide to Boingo Wireless, Inc., any security holder of Boingo Wireless, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

- (3) The reported securities are owned directly by Mitsui & Co. Global Investment, Inc., which is a wholly owned subsidiary of Mitsui & Co. Global Investment Ltd., which is a wholly owned subsidiary of Mitsui & Co., Ltd. Accordingly, Mitsui & Co. Global Investment Ltd. and Mitsui & Co., Ltd. may be deemed to be the beneficial owner of the shares of common stock of Boingo Wireless, Inc ("Common Stock") owned by Mitsui & Co. Global Investment, Inc.

- (4) The reported securities are owned directly by MCVP Holding, Inc., which is a wholly owned subsidiary of Mitsui & Co., Ltd. Accordingly, Mitsui & Co., Ltd. may be deemed to be the beneficial owner of the shares of Common Stock owned by MCVP Holding, Inc.

- Mitsui & Co., Ltd. is the direct 100% owner of Mitsui & Co. (U.S.A.), Inc., who directly owns 3,348,076 shares of Common Stock. Corporate Development Fund of Mitsui & Co., Ltd., who directly owns 2,520,998 shares of Common Stock, is 99% directly owned by Mitsui & Co., Ltd. and 1% directly owned by Mitsui & Co. Principal Investments Ltd., who has managing authority over Corporate Development Fund of Mitsui & Co., Ltd. Accordingly, Mitsui & Co. Principal Investments Ltd., Mitsui & Co. Global Investment Ltd. and Mitsui & Co., Ltd. may be deemed to be the beneficial owners of the shares of Common Stock held by Mitsui & Co. (U.S.A.), Inc., MCVP Holding, Inc., Corporate Development Fund of Mitsui & Co., Ltd and Mitsui & Co. Global Investment, Inc., (Continued to footnote 6)
- (5)

- (continued from footnote 5) but each disclaims beneficial ownership of such securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities, except to the extent of its pecuniary interests therein. Mitsui & Co. (U.S.A.), Inc., MCVP Holding, Inc., Corporate Development Fund Mitsui & Co., Ltd and Mitsui & Co. Global Investment, Inc. may be deemed to beneficially own the securities held by each other but disclaim beneficial ownership of such securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities, except to the extent of their pecuniary interests therein.
- (6)

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.