MITSUI & CO USA INC
Form 4
February 17, 2012

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MITSUI & CO LTD

(Last) (First) (Middle)

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

(Street)

TOKYO, M0 100-0004

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/15/2012		S		770	D	$ 9.1939 (1)	10,473	I	Mitsui & Co. Global Investment, Inc. (3) (5)
Common Stock	02/15/2012		S		8,096	D	$ 9.1939 (1)	110,044	I	MCVP Holding, Inc. (4) (5)
Common Stock	02/16/2012		S		1,184	D	$ 9.3933 (2)	9,289	I	Mitsui & Co. Global Investment, Inc. (3) (5)

Common Stock	02/16/2012	S	12,444	D	$ 9.3933 (2)	97,600	I	MCVP Holding, Inc. (4) (5)

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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, M0 100-0004		X		
MITSUI & CO USA INC 200 PARK AVE NEW YORK, NY 10166		X		
MCVP Holding, Inc. 200 PARK AVE NEW YORK, NY 10166		X		
Corporate Development Fund of Mitsui & Co., Ltd. NIHON KEIZAI SHIMBUN, THB 8TH FLOOR 1-3-7 OTEMACHI CHIYODA-KU TOKYO, M0 100-0004		X		
		X		

Mitsui & Co. Global Investment, Inc. 535 MIDDLEFIELD ROAD MENLO PARK, CA 94025		
Mitsui & Co. Global Investment Ltd. NIHON KEIZAI SHIMBUN, THB 8TH FLOOR 1-3-7 OTEMACHI CHIYODA-KU TOKYO, M0 100-0004	X	
Mitsui & Co. Principal Investments Ltd. NIHON KEIZAI SHIMBUN, THB 8TH FLOOR 1-3-7 OTEMACHI CHIYODA-KU TOKYO, M0 100-0004	X	

Signatures

/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Ltd.	02/17/2012
**Signature of Reporting Person	Date
/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. (U.S.A.), Inc.	02/17/2012
**Signature of Reporting Person	Date
/s/ Adam Walczak as Attorney-in-fact for MCVP Holding, Inc.	02/17/2012
**Signature of Reporting Person	Date
/s/ Adam Walczak as Attorney-in-fact for Corporate Development Fund of Mitsui & Co., Ltd.	02/17/2012
**Signature of Reporting Person	Date
/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Global Investment, Inc.	02/17/2012
**Signature of Reporting Person	Date
/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Global Investment Ltd.	02/17/2012
**Signature of Reporting Person	Date
/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Principal Investments Ltd.	02/17/2012
**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 $9.10 to $9.28, 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) The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from $9.29 to $9.45, 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 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.

(5) 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., 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 of 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.

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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