

MITSUI & CO USA INC  
 Form 4  
 February 13, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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).

**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**

(Last) (First) (Middle)

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

(Street)

TOKYO, MO 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)  
 02/09/2012

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 Ownership (Instr. 4)   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |  |
| Common Stock                    | 02/09/2012                           |  | S                              |   | \$ 9.2825 (1)   | I  | Mitsui & Co. Global Investment, Inc. (3) (5) |
| Common Stock                    | 02/09/2012                           |  | S                              |   | \$ 9.2825 (1)   | I  | MCVP Holding, Inc. (4) (5)                   |
| Common Stock                    | 02/10/2012                           |  | S                              |   | \$ 8.6562 (2)   | I  | Mitsui & Co. Global Investment, Inc. (3) (5) |

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|                 |            |  |   |        |   |                     |         |   |                                  |
|-----------------|------------|--|---|--------|---|---------------------|---------|---|----------------------------------|
| Common<br>Stock | 02/10/2012 |  | S | 14,479 | D | \$<br>8.6562<br>(2) | 136,503 | I | MCVP<br>Holding,<br>Inc. (4) (5) |
|-----------------|------------|--|---|--------|---|---------------------|---------|---|----------------------------------|

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                       |
|   |  |   |   | Code                                 | V (A) (D)  |  |   |   |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MITSUI & CO LTD<br>2-1, OHTEMACHI 1-CHOME<br>CHIYODA-KU<br>TOKYO, MO 100-0004  |               | X         |         |       |
| MITSUI & CO USA INC<br>200 PARK AVE<br>NEW YORK, NY 10166  |               | X         |         |       |
| MCVP Holding, Inc.<br>200 PARK AVE<br>NEW YORK, NY 10166   |               | X         |         |       |
| Corporate Development Fund of Mitsui & Co., Ltd.<br>NIHON KEIZAI SHIMBUN, THB 8TH FLOOR<br>1-3-7 OTEMACHI CHIYODA-KU<br>TOKYO, MO 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, MO 100-0004

X

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

X

## Signatures

|   |            |
|---|------------|
| /s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Ltd.                                | 02/13/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. (U.S.A.), Inc.                      | 02/13/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Adam Walczak as Attorney-in-fact for MCVP Holding, Inc.                               | 02/13/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Adam Walczak as Attorney-in-fact for Corporate Development Fund of Mitsui & Co., Ltd. | 02/13/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Global Investment, Inc.             | 02/13/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Global Investment Ltd.              | 02/13/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Principal Investments Ltd.          | 02/13/2012 |
| __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 \$9.16 to \$9.39, 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 \$8.41 to \$9.21, 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,

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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.,

- (5) MCVF 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., MCVF 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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