

MITSUI & CO USA INC
Form 4
August 24, 2012

FORM 4

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

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).

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)
08/22/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 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 | 08/22/2012 | | S | 703 D \$ 7 ⁽¹⁾ | 2,992,391 | I | Mitsui & Co. (U.S.A.), Inc. ⁽⁴⁾ ⁽⁵⁾ |
| Common Stock | 08/23/2012 | | S | 49,297 D \$ 7.0512 ⁽²⁾ | 2,943,094 | I | Mitsui & Co. (U.S.A.), Inc. ⁽⁴⁾ ⁽⁵⁾ |
| Common Stock | 08/24/2012 | | S | 7,485 D \$ 7.1886 ⁽³⁾ | 2,935,609 | I | Mitsui & Co. (U.S.A.), Inc. ⁽⁴⁾ ⁽⁵⁾ |
| Common Stock | | | | | 2,324,816 | I | Corporate Development |

Fund of Mitsui & Co., Ltd. (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 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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | | |
| Corporate Development Fund of Mitsui & Co., Ltd. NIHON KEIZAI SHIMBUN, THB 8TH FLOOR 1-3-7 OTEMACHI 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/ Brian Joe as Attorney-in-fact for Mitsui & Co., Ltd. | 08/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ Brian Joe as Attorney-in-fact for Mitsui & Co. (U.S.A.), Inc. | 08/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ Brian Joe as Attorney-in-fact for Corporate Development Fund of Mitsui & Co., Ltd. | 08/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ Brian Joe as Attorney-in-fact for Mitsui & Co. Principal Investments Ltd. | 08/24/2012 |
| __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) These shares were sold in multiple transactions at a price of \$7.00.

The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$7.00 to \$7.13, 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.

(2)

The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$7.055 to \$7.27, 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 (3) to this Form 4.

(3)

Mitsui & Co., Ltd. is the direct 100% owner of Mitsui & Co. (U.S.A.), Inc. Corporate Development Fund of Mitsui & Co., Ltd. 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. 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. and Corporate Development Fund of Mitsui & Co. (continued to footnote 5)

(4)

(continued from footnote 4) 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. and Corporate Development Fund of Mitsui & Co., Ltd 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 either of them is the beneficial owner of such securities, except to the extent of their pecuniary interests therein.

(5)

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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