

MITSUI & CO USA INC  
 Form 4  
 May 05, 2011

**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 USA INC

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)  
 200 PARK AVE,  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/03/2011

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

NEW YORK, NY 10166

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock	05/03/2011		S	651,535 D	\$ 13.5 175,543	I	MCVP Holding, Inc. (1)
Common Stock					3,348,076	D (2)	
Common Stock					2,520,998	I	Corporate Development Fund of Mitsui & Co. Ltd (3)
Common Stock					16,707	I	Mitsui & Co. Global

Investment,  
Inc. <sup>(4)</sup>

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

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(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 USA INC 200 PARK AVE NEW YORK, NY 10166		X		
MCVP Holding, Inc. C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024		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		

## Signatures

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

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.

(1) The reported securities are owned directly by Mitsui & Co. (USA), Inc. MCVP Holding, 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.

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

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