

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-11**
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(HTML Version on secdatabase.com)

REPORTING OWNER

MITSUI & CO USA INC

CIK: [1283674](#) | State of Incorporation: **NY** | Fiscal Year End: **0331**
Type: **4** | Act: **34** | File No.: [001-35155](#) | Film No.: **13531397**

Mailing Address
200 PARK AVE
STE 600
NEW YORK NY 10166-0130

ISSUER

BOINGO WIRELESS INC

CIK: [1169988](#) | IRS No.: **000000000** | State of Incorporation: **DE**
SIC: **4899** Communications services, nec

Mailing Address	Business Address
10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES CA 90024	10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES CA 90024 310-586-5180

MITSUI & CO LTD

CIK: [67099](#) | Fiscal Year End: **0331**
Type: **4** | Act: **34** | File No.: [001-35155](#) | Film No.: **13531398**
SIC: **5172** Petroleum & petroleum products (no bulk stations)

Mailing Address	Business Address
2-1 OTEMACHI 1 CHOME CHIYODA-KU TOKYO MO 100-0004	2-1 OTEMACHI 1 CHOME CHIYODA-KU TOKYO MO 100-0004 81-3-3285-7910

Corporate Development Fund of Mitsui & Co., Ltd.

CIK: [1519555](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-35155](#) | Film No.: **13531399**

Mailing Address	Business Address
200 PARK AVE. NEW YORK NY 10166	200 PARK AVE. NEW YORK NY 10166 858-436-8000

Mitsui & Co. Principal Investments Ltd.

CIK: [1541934](#) | State of Incorporation: **MO** | Fiscal Year End: **0331**
Type: **4** | Act: **34** | File No.: [001-35155](#) | Film No.: **13531394**

Mailing Address	Business Address
NIHON KEIZAI SHIMBUN, TOKYO HEADQUARTERS 8TH FLOOR, 1-3-7 OTEMACHI, CHIYODA-KU TOKYO MO 100-0004	NIHON KEIZAI SHIMBUN, TOKYO HEADQUARTERS 8TH FLOOR, 1-3-7 OTEMACHI, CHIYODA-KU TOKYO MO 100-0004 81-03-3285-3260

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2013					
2-1, OHTEMACHI 1-CHOME, CHIYODA-KU			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) ____ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) TOKYO, MO 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/11/2013		S		3,894	D	\$7.9777 ⁽¹⁾	2,206,190	I	Corporate Development Fund of Mitsui & Co., Ltd. ⁽⁴⁾ ⁽⁵⁾
Common Stock	01/14/2013		S		4,700	D	\$7.5	2,201,490	I	Corporate Development Fund of Mitsui & Co., Ltd. ⁽⁴⁾ ⁽⁵⁾
Common Stock	01/15/2013		S		3,600	D	\$7.9569 ⁽²⁾	2,197,890	I	Corporate Development Fund of Mitsui & Co., Ltd. ⁽⁴⁾ ⁽⁵⁾
Common Stock	01/15/2013		S		800	D	\$8.0003 ⁽³⁾	2,197,090	I	Corporate Development Fund of Mitsui & Co., Ltd. ⁽⁴⁾ ⁽⁵⁾

Common Stock		01/15/2013		S		800	D	\$8.0003 ⁽³⁾	2,381,001	I	Mitsui & Co. (U.S.A.), Inc. ⁽⁴⁾ ⁽⁵⁾
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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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

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		

Explanation of Responses:

- The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$7.93 to \$8.03, 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.
- The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$7.845 to \$8.005, 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.
- The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$8.00 to \$8.005, 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.
- 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)

5. (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.

Signatures

<u>/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co., Ltd.</u>	<u>01/15/2013</u>
<u>/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. (U.S.A.), Inc.</u>	<u>01/15/2013</u>
<u>/s/ Adam Walczak as Attorney-in-fact for Corporate Development Fund of Mitsui & Co., Ltd.</u>	<u>01/15/2013</u>
<u>/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Principal Investments Ltd.</u>	<u>01/15/2013</u>
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.