

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**
SEC Accession No. [0001209191-13-002838](#)

(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.: **13524050**

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
10960 WILSHIRE BLVD.,
SUITE 800
LOS ANGELES CA 90024

Business Address
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.: **13524052**
SIC: **5172** Petroleum & petroleum products (no bulk stations)

Mailing Address
2-1 OTEMACHI 1 CHOME
CHIYODA-KU
TOKYO MO 100-0004

Business Address
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.: **13524053**

Mailing Address
200 PARK AVE.
NEW YORK NY 10166

Business Address
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.: **13524049**

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

Business Address
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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013 | | | | | |
| 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) <input type="checkbox"/> 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 | 01/08/2013 | | S | | 2,600 | D | \$7.9643 ⁽¹⁾ | 2,225,996 | I | Corporate Development Fund of Mitsui & Co., Ltd. ⁽⁶⁾ ⁽⁷⁾ |
| Common Stock | 01/09/2013 | | S | | 3,300 | D | \$8.0018 ⁽²⁾ | 2,222,696 | I | Corporate Development Fund of Mitsui & Co., Ltd. ⁽⁶⁾ ⁽⁷⁾ |
| Common Stock | 01/09/2013 | | S | | 1,800 | D | \$8.0175 ⁽³⁾ | 2,220,896 | I | Corporate Development Fund of Mitsui & Co., Ltd. ⁽⁶⁾ ⁽⁷⁾ |
| Common Stock | 01/09/2013 | | S | | 1,800 | D | \$8.0175 ⁽³⁾ | 2,386,651 | I | Mitsui & Co. (U.S.A.), Inc. ⁽⁶⁾ ⁽⁷⁾ |
| Common Stock | 01/10/2013 | | S | | 5,962 | D | \$7.9927 ⁽⁴⁾ | 2,214,934 | I | Corporate Development Fund of Mitsui |

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 prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$8.00 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 (3) to this Form 4.
4. The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$7.83 to \$8.01, 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 (4) to this Form 4.
5. The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$8.00 to \$8.01, 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 (5) to this Form 4.
6. 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 7)
7. (continued from footnote 6) 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>01/10/2013</u> |
| <u>/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. (U.S.A.), Inc.</u> | <u>01/10/2013</u> |
| <u>/s/ Adam Walczak as Attorney-in-fact for Corporate Development Fund of Mitsui & Co., Ltd.</u> | <u>01/10/2013</u> |
| <u>/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Principal Investments Ltd.</u> | <u>01/10/2013</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.

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