

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. ⁽⁴⁾

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

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 control number.

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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 Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.