

BOINGO WIRELESS INC
Form 5
February 09, 2012

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MITSUI & CO LTD

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
BOINGO WIRELESS INC [WIFI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

2-1, OHTEMACHI
1-CHOME, CHIYODA-KU

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TOKYO, M0 100-0004

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 05/03/2011 | Â | S4 ⁽¹⁾ | 651,535 D \$ 13.5 | 175,543 | I | MCVP Holding, Inc. ⁽²⁾ |
| Common Stock | Â | Â | 3 ⁽¹⁾ | Â Â Â Â | Â | I | Mitsui & Co. (U.S.A.), Inc. ⁽³⁾ |
| Common Stock | Â | Â | 3 ⁽¹⁾ | Â Â Â Â | Â | I | Corporate Development |

| | | | | | | | | | |
|--------------|---|---|------------------|---|---|---|---|---|---|
| Common Stock | Â | Â | 3 ⁽¹⁾ | Â | Â | Â | Â | I | Fund of Mitsui & Co. Ltd. ⁽⁴⁾ Mitsui & Co. Global Investment, Inc. ⁽⁵⁾ |
|--------------|---|---|------------------|---|---|---|---|---|---|

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.

SEC 2270 (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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (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,Â M0Â 100-0004 | Â | Â X | Â | Â |
| Mitsui & Co. Global Investment Ltd. NIHON KEIZAI SHIMBUN, THB 8TH FLOOR, 1-3-7 OTEMACHI, CHIYODA-KU TOKYO,Â M0Â 100-0004 | Â | Â X | Â | Â |
| Mitsui & Co. Principal Investments Ltd. NIHON KEIZAI SHIMBUN, THB 8TH FLOOR, 1-3-7 OTEMACHI, CHIYODA-KU TOKYO,Â M0Â 100-0004 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/ Adam R. Walczak as Attorney-in-fact for Mitsui & Co. Ltd. | 02/09/2012 |
| **Signature of Reporting Person | Date |
| /s/ Adam R. Walczak as Attorney-in-fact for Mitsui & Co. Global Investment Ltd. | 02/09/2012 |
| **Signature of Reporting Person | Date |
| /s/ Adam R. Walczak as Attorney-in-fact for MITSUI & CO. PRINCIPAL INVESTMENTS LTD. | 02/09/2012 |
| **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) On May 3, 2011, the date of filing of a Form 3 and a Form 4 by Mitsui & Co. (USA), Inc., Corporate Development Fund of Mitsui & Co. Ltd., Mitsui & Co. Global Investment, Inc. and MCVP Holding, Inc. and on the date hereof, (a) Mitsui & Co. Global Investment, Inc. was and is a wholly owned subsidiary of Mitsui & Co. Global Investment Ltd., which was and is a wholly owned subsidiary of Mitsui & Co. Ltd., (b) Mitsui & Co. (U.S.A.), Inc. and MCVP Holding, Inc. were and are wholly owned subsidiaries of Mitsui & Co. Ltd. and (c) Corporate Development Fund of Mitsui & Co. Ltd. was and is 99% directly owned by Mitsui & Co. Ltd. and 1% directly owned by Mitsui & Co. Principal Investments Ltd., who had and has managing authority over Corporate Development Fund of Mitsui & Co. Ltd.

(2) The reported securities are owned directly by MCVP Holding, Inc. Mitsui & Co. Ltd. is the direct 100% owner of MCVP Holding, Inc. Accordingly, Mitsui & Co. Ltd. may be deemed to be the beneficial owner of the shares of Common Stock held by MCVP Holding, Inc. Mitsui & Co. Ltd. disclaims beneficial ownership with respect to any shares of Common Stock directly owned by MCVP Holding, Inc.

(3) The reported securities are owned directly by Mitsui & Co. (U.S.A.), Inc. Mitsui & Co. Ltd. is the direct 100% owner of Mitsui & Co. (U.S.A.), Inc. Accordingly, Mitsui & Co. Ltd. may be deemed to be the beneficial owner of the shares of Common Stock held by Mitsui & Co. (U.S.A.), Inc. Mitsui & Co. Ltd. disclaims beneficial ownership with respect to any shares of Common Stock directly owned by Mitsui & Co. (U.S.A.), Inc.

(4) The reported securities are owned directly by Corporate Development Fund of Mitsui & Co. Ltd. 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. Ltd. and Mitsui & Co. Principal Investments Ltd. may be deemed to be beneficial owners of the shares of Common Stock held by Corporate Development Fund of Mitsui & Co. Ltd. Mitsui & Co. Ltd. and Mitsui & Co. Principal Investments Ltd. disclaim beneficial ownership with respect to any shares of Common Stock directly owned by Corporate Development Fund of Mitsui & Co. Ltd.

(5) The reported securities are owned directly by Mitsui & Co. Global Investment, Inc., which is a wholly owned subsidiary of Mitsui & Co. Global Investment Ltd., which is a wholly owned subsidiary of Mitsui & Co. Ltd. Accordingly, Mitsui & Co. Global Investment Ltd. and Mitsui & Co. Ltd. may be deemed to be the beneficial owner of the shares of Common Stock owned by Mitsui & Co. Global Investment, Inc. Mitsui & Co. Global Investment Ltd. and Mitsui & Co. Ltd. disclaim beneficial ownership with respect to any shares of Common Stock directly owned by Mitsui & Co. Global Investment, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.