#### Edgar Filing: MITSUI & CO USA INC - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed purs	STATES SECU W IENT OF CHA suant to Section a) of the Public 30(h) of the	<b>Ashington</b> <b>NGES IN</b> <b>SECU</b> 16(a) of t Utility Ho	n, D.C. 2 N BENE VRITIES the Secur olding Co	FICI	AL OWN Exchange ny Act of	NERSHIP OF e Act of 1934, 1935 or Section	OMB Number: Expires: Estimated burden ho response.	ours per		
(Print or Type Responses)										
1. Name and Address of Reporting I MITSUI & CO LTD	uer Name <b>and</b> Ticker or Trading ol IGO WIRELESS INC [WIFI]				5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (M 2-1, OHTEMACHI 1-CHOME, CHIYODA-KU	TEMACHI 03/28/2012				Director	Officer (give title Other (specify				
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li> Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>					
(City) (State)	(Zip) Ta	ble I - Non	-Derivativ	e Seci	urities Acq	uired, Disposed of	, or Benefici	ally Owned		
(Instr. 3)		3. Transactio Code (Instr. 8)	4. Securit oror Dispos (Instr. 3, 4	ies Ac ed of	cquired (A) (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common 03/28/2012 Stock		S	18,354	D	\$ 13.0002	3,275,980	Ι	Mitsui & Co. (U.S.A.), Inc. $(3) (4)$		
Common 03/29/2012 Stock		S	27,108	D	\$ 13.1446 (2)	3,248,872	I	Mitsui & Co. (U.S.A.), Inc. $(3)$ $(4)$		
Common Stock						2,520,998	I	Corporate Development Fund of Mitsui & Co., Ltd. $(3)$ $(4)$		

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Number		
						Exercisable	Date	Title	Number		
				Cada J	$I(\mathbf{A})$ (D)				of		
				Code V	7 (A) (D)				Shares		

## **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		Х					
MITSUI & CO USA INC 200 PARK AVE NEW YORK, NY 10166		Х					
Corporate Development Fund of Mitsui & Co., Ltd. NIHON KEIZAI SHIMBUN, THB 8TH FLOOR 1-3-7 OTEMACHI TOKYO, M0 100-0004		Х					
Mitsui & Co. Principal Investments Ltd. NIHON KEIZAI SHIMBUN, THB 8TH FLOOR 1-3-7 OTEMACHI CHIYODA-KU TOKYO, M0 100-0004		Х					
Signatures							

### Signatures

/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co., Ltd.

\*\*Signature of Reporting Person

Date

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/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. (U.S.A.), Inc.				
**Signature of Reporting Person	Date			
/s/ Adam Walczak as Attorney-in-fact for Corporate Development Fund of Mitsui & Co., Ltd.				
**Signature of Reporting Person	Date			
/s/ Adam Walczak as Attorney-in-fact for Mitsui & Co. Principal Investments Ltd.				
**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 prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$13.00 to \$13.01, 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 (1) to this Form 4.

(2) The prices reported in Column 4 are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$13.00 to \$13.25, 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.

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

(3) 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 4)

(continued from footnote 3) 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.),

(4) 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.

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.