

MITSUI & CO USA INC
 Form 4
 October 01, 2012

FORM 4

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

OMB APPROVAL

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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 LTD

(Last) (First) (Middle)

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

(Street)

TOKYO, MO 100-0004

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
09/27/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/27/2012 | | S | 8,600 D \$ 8.0005 (1) | 2,732,889 | I | Mitsui & Co. (U.S.A.), Inc. (2) (3) |
| Common Stock | 09/28/2012 | | S | 14,400 D \$ 8.002 (1) | 2,718,489 | I | Mitsui & Co. (U.S.A.), Inc. (2) (3) |
| Common Stock | | | | | 2,324,816 | I | Corporate Development Fund of Mitsui & Co., Ltd. (2) (3) |

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

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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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 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 | | |

Signatures

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

10/01/2012

**Signature of Reporting Person

Date

