

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Betjemann Jessica</u> (Last) (First) (Middle) <u>111 N. CANAL STREET, STE 1400</u> (Street) <u>CHICAGO IL 60606</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/09/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Gogo Inc. [GOGO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Finance, Treasurer & CAO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>21,434</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Options (Right to Buy)</u>	<u>(1)</u>	<u>03/17/2030</u>	<u>Common Stock</u>	<u>19,000</u>	<u>2.14</u>	<u>D</u>	
<u>Options (Right to Buy)</u>	<u>(2)</u>	<u>06/12/2030</u>	<u>Common Stock</u>	<u>30,776</u>	<u>2.61</u>	<u>D</u>	
<u>Performance Restricted Stock Units</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>231</u>	<u>(4)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(5)</u>	<u>(5)</u>	<u>Common Stock</u>	<u>693</u>	<u>(6)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(7)</u>	<u>(7)</u>	<u>Common Stock</u>	<u>1,250</u>	<u>(6)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(8)</u>	<u>(8)</u>	<u>Common Stock</u>	<u>332</u>	<u>(6)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(9)</u>	<u>(9)</u>	<u>Common Stock</u>	<u>5,500</u>	<u>(6)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(10)</u>	<u>(10)</u>	<u>Common Stock</u>	<u>7,500</u>	<u>(6)</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(11)</u>	<u>(11)</u>	<u>Common Stock</u>	<u>27,750</u>	<u>(6)</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(12)</u>	<u>(12)</u>	<u>Common Stock</u>	<u>28,557</u>	<u>(6)</u>	<u>D</u>	

Explanation of Responses:

- These options were granted on March 17, 2020 and are scheduled to vest and become exercisable in four equal annual installments on the first four anniversaries of the grant date, subject to continued employment with the Company.
- These options vest on December 31, 2022, subject to continued employment with the Company.
- Following the elimination of the performance conditions for these restricted stock units by the Compensation Committee of the Company, these restricted stock units provided for vesting in four annual installments beginning on the first anniversary of February 17, 2018, subject to continued employment with the Company.
- Each performance restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.
- 2,775 restricted stock units were granted on February 17, 2018. 2,082 of these restricted stock units have vested and settled and 693 are scheduled to vest on February 17, 2022, subject to continued employment with the Company.
- Each restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.
- 5,000 restricted stock units were granted on June 8, 2018. 3,750 of these restricted stock units have vested and settled and 1,250 are scheduled to vest on June 8, 2022, subject to continued employment of the Company.
- 665 restricted stock units were granted on August 31, 2018. 333 of these restricted stock units have vested and settled and 332 are scheduled to vest ratably in equal installments on August 31, 2021 and August 31, 2022, subject to continued employment of the Company.
- 11,000 restricted stock units were granted on March 10, 2019. 5,500 of these restricted stock units have vested and settled and 5,500 are scheduled to vest ratably in equal installments on March 10, 2022 and March 10, 2023, subject to continued employment of the Company.

10. 15,000 restricted stock units were granted on March 11, 2019. 7,500 of these restricted stock units have vested and settled and 7,500 are scheduled to vest ratably in equal installments on March 10, 2022 and March 10, 2023, subject to continued employment of the Company.

11. 11,000 of these restricted stock units vest in four equal installments on the first four anniversaries of March 17, 2020 and 19,500 of these restricted stock units will vest on December 31, 2022, in each case, subject to continued employment with the Company.

12. 28,557 of these restricted stock units vest in four equal installments on the first four anniversaries of March 29, 2021, subject to continued employment with the Company.

Remarks:

[/s/ Marguerite M. Elias,](#)

[Attorney-in-Fact for](#)

[Jessica Betjemann](#)

[08/13/2021](#)

** 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 5 (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.

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 Number.

POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints Marguerite M. Elias, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an Officer and/or Director of Gogo Inc. (the "Company"), (i) Forms 3, 4, and 5 and other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder (a "Section 16 Form"), and (ii) a Form ID and any other forms required to be filed or submitted in accordance with Regulation S-T promulgated by the United States Securities and Exchange Commission (or any successor provision) in order to file a Section 16 Form electronically (a "Form ID", and, together with a Section 16 Form, the "Forms and Schedules");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and Schedules, complete and execute any amendment or amendments thereto, and timely file such Forms and Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as he or she may approve in his or her discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that such attorney-in-fact is serving in such capacity at the request of the undersigned, and is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Forms and Schedules with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of August, 2021.

By: /s/ Jessica Betjemann
Jessica Betjemann