

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Bayer Michael P.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Gogo Inc. [ GOGO ]</u>			5. 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, Controller &amp; CAO</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2020</u>			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			
<u>111 N. CANAL STREET, STE 1500</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>CHICAGO</u>	<u>IL</u>	<u>60606</u>						
(City)	(State)	(Zip)							

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	03/17/2020		M		1,186	A	(2)	8,158	D	
Common Stock <sup>(1)</sup>	03/17/2020		F		408	D	\$2.14	7,750	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Restricted Stock Units	(2)	03/17/2020		M			698	(3)	(3)	Common Stock	698	\$0.00	232	D	
Performance Restricted Stock Units	(2)	03/17/2020		M			488	(4)	(4)	Common Stock	488	\$0.00	487	D	
Options (Right to Buy)	\$2.14	03/17/2020		A		19,000		(5)	03/17/2030	Common Stock	19,000	\$0.00	19,000	D	
Restricted Stock Units	(6)	03/17/2020		A		30,500		(7)	(7)	Common Stock	30,500	\$0.00	30,500	D	

Explanation of Responses:

- Includes restricted shares.
- Restricted stock units convert into common stock on a one-for-one basis.
- On March 14, 2017, the reporting person was granted 930 performance restricted stock units which were subject to both time-based vesting and performance-based vesting. Effective March 17, 2020, the Compensation Committee of the Company eliminated the performance conditions for these restricted stock units. This modification resulted in the immediate vesting and settlement of 698 restricted stock units, corresponding to the portion of the award for which service-vesting dates had previously elapsed. The remaining restricted stock units will vest on March 14, 2021, subject to continued employment with the Company.
- On February 17, 2018, the reporting person was granted 975 performance restricted stock units which were subject to both time-based vesting and performance-based vesting. Effective March 17, 2020, the Compensation Committee of the Company eliminated the performance conditions for these restricted stock units. This modification resulted in the immediate vesting and settlement of 488 restricted stock units, corresponding to the portion of the award for which service-vesting dates had previously elapsed. The remaining restricted stock units will vest in two equal installments on the first two anniversaries of February 17, 2020, subject to continued employment with the Company.
- These options will vest and become exercisable in four equal installments on the first four anniversaries of March 17, 2020, 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.
- 11,000 of these restricted stock units will 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.

Remarks:

/s/ Margee Elias, Attorney-in-Fact for Michael P. Bayer 03/19/2020

\*\* 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 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).

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.