

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>THORNE OAKLEIGH</u> (Last) (First) (Middle) 1250 N. ARLINGTON HEIGHTS ROAD, STE 500 (Street) ITASCA IL 60143 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/20/2013	3. Issuer Name and Ticker or Trading Symbol <u>Gogo Inc. [GOGO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
Common Stock	141,808.96 ⁽¹⁾⁽²⁾	I ⁽¹⁾⁽¹⁶⁾	By Trust
Common Stock	462,168.11 ⁽²⁾⁽⁸⁾	I ⁽⁸⁾⁽¹⁶⁾	By Trust
Common Stock	87,550 ⁽¹¹⁾	I ⁽¹¹⁾⁽¹⁶⁾	By Trust

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			
Class A Senior Convertible Preferred Stock	(3)	(3)(4)(5)	Common Stock	181,152.95 ⁽¹⁾⁽³⁾⁽⁴⁾⁽⁵⁾	(3)(4)(5)	I ⁽¹⁾⁽¹⁶⁾	By Trust
Class B Senior Convertible Preferred Stock	12/31/2009 ⁽⁶⁾	(6)	Common Stock	270,060.02 ⁽¹⁾⁽⁶⁾	9.7087	I ⁽¹⁾⁽¹⁶⁾	By Trust
Junior Convertible Preferred Stock	12/31/2009 ⁽⁷⁾	(7)	Common Stock	618,031.67 ⁽¹⁾⁽⁷⁾	10.4369	I ⁽¹⁾⁽¹⁶⁾	By Trust
Class A Senior Convertible Preferred Stock	(9)	(4)(5)	Common Stock	1,202,878.32 ⁽⁴⁾⁽⁵⁾⁽⁹⁾	(4)(5)	I ⁽⁹⁾⁽¹⁶⁾	By Trusts
Class B Senior Convertible Preferred Stock	12/31/2009 ⁽⁶⁾	(6)	Common Stock	270,060.02 ⁽⁶⁾⁽¹⁰⁾	9.7087	I ⁽¹⁰⁾⁽¹⁶⁾	By Trust
Junior Convertible Preferred Stock	12/31/2009 ⁽⁷⁾	(7)	Common Stock	1,995,577.66 ⁽⁷⁾⁽⁸⁾	10.4369	I ⁽⁸⁾⁽¹⁶⁾	By Trust
Class A Senior Convertible Preferred Stock	(12)	(4)(5)	Common Stock	481,154.77 ⁽⁴⁾⁽⁵⁾⁽¹²⁾	(4)(5)	I ⁽¹²⁾⁽¹⁶⁾	By Trusts
Class B Senior Convertible Preferred Stock	12/31/2009 ⁽⁶⁾	(6)	Common Stock	87,157.41 ⁽⁶⁾⁽¹¹⁾	9.7087	I ⁽¹¹⁾⁽¹⁶⁾	By Trust
Junior Convertible Preferred Stock	12/31/2009 ⁽⁷⁾	(7)	Common Stock	361,939.83 ⁽⁷⁾⁽¹¹⁾	10.4369	I ⁽¹¹⁾⁽¹⁶⁾	By Trust
Class A Senior Convertible Preferred Stock	(14)	(4)(14)	Common Stock	93,022 ⁽⁴⁾⁽¹⁴⁾	(4)(14)	I ⁽¹⁴⁾⁽¹⁶⁾	By Trusts
Class B Senior Convertible Preferred Stock	12/31/2009 ⁽⁶⁾	(6)	Common Stock	596,580.44 ⁽⁶⁾⁽¹⁵⁾	9.7087	I ⁽¹⁵⁾⁽¹⁶⁾	By Trusts
Class B Senior Convertible Preferred Stock	12/31/2009 ⁽⁶⁾	(6)	Common Stock	11,584,994 ⁽⁶⁾⁽¹³⁾	9.7087	I ⁽¹³⁾⁽¹⁶⁾	By LLCs

1. Name and Address of Reporting Person* <u>THORNE OAKLEIGH</u> (Last) (First) (Middle) 1250 N. ARLINGTON HEIGHTS ROAD, STE 500
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(Street)	ITASCA	IL	60143
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>Thorndale Farm LLC</u>			
(Last)	(First)	(Middle)	
59 FRONT STREET			
(Street)	MILLBROOK	NY	12545
(City)	(State)	(Zip)	

Explanation of Responses:

- These securities are held by the Oakleigh L. Thorne Trust Under Agreement dated 12/15/76. Mr. Thorne is a co-trustee of the foregoing trust and the trust has entered into a service agreement with Thorndale Farm, LLC, of which Mr. Thorne is the Chief Executive Officer. As such, Mr. Thorne may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Fractional common shares will be settled in cash at fair market value upon consummation of the issuer's initial public offering.
- Includes 153.3 shares of Class A Senior Convertible Preferred Stock, of which 120 shares were issued on January 28, 2011 and 33.3 shares were issued on June 30, 2011. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance.
- Each share of Class A Senior Convertible Preferred Stock (including fractional shares) is convertible into a number of shares of common stock equal to the applicable stated capital of each share of Class A Senior Convertible Preferred Stock divided by the Conversion Price of 9.7087. The Class A Senior Convertible Preferred Stock is entitled to quarterly dividends, which have been satisfied by increasing the applicable stated capital. The shares of Class A Senior Convertible Preferred Stock have no expiration date.
- The shares issued prior to June 30, 2011 are mandatorily convertible upon consummation of the issuer's initial public offering into a number of shares of common stock equal to (i) the applicable stated capital of each share Class A Senior Convertible Preferred Stock multiplied by (ii) 2 and divided by (iii) 103 times the initial price per share of common stock sold in the offering. The shares issued on June 30, 2011 are mandatorily convertible upon consummation of the issuer's initial public offering into a number of shares of common stock equal to (i) the applicable stated capital of each share Class A Senior Convertible Preferred Stock multiplied by (ii) 1.67 and divided by (iii) 103 times the initial price per share of common stock sold in the offering. Fractional common shares will be settled in cash at fair market value.
- Each share of Class B Senior Convertible Preferred Stock (including fractional shares) is convertible into a number of shares of common stock equal to the applicable stated capital of each share of Class B Senior Convertible Preferred Stock divided by the Conversion Price. The Class B Senior Convertible Preferred Stock is entitled to quarterly dividends, which have been satisfied by increasing the applicable stated capital. The shares of Class B Senior Convertible Preferred Stock have no expiration date. The shares are mandatorily convertible upon consummation of the issuer's initial public offering. Fractional common shares will be settled in cash at fair market value. The shares of Class B Senior Convertible Preferred Stock were convertible upon issuance.
- Each share of Junior Convertible Preferred Stock (including fractional shares) is convertible into a number of shares of common stock equal to the applicable stated capital of each share of Junior Convertible Preferred Stock divided by the Conversion Price. The shares of Junior Convertible Preferred Stock have no expiration date. The shares are mandatorily convertible upon consummation of the issuer's initial public offering. Fractional common shares will be settled in cash at fair market value. The shares of Junior Convertible Preferred Stock were convertible upon issuance.
- These securities are held by the Trust Under Will of O.L. Thorne FBO Oakleigh B. Thorne. Mr. Thorne, as the co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Reflects 500 shares of Class A Senior Convertible Preferred Stock held by the Oakleigh L. Thorne Trust Under Agreement FBO Oakleigh B. Thorne, which were issued on July 1, 2010, and 500 shares of Class A Senior Convertible Preferred Stock held by the Oakleigh B. Thorne Dynasty Trust 2011, of which 300 shares were issued on January 28, 2011 and 200 shares were issued on June 30, 2011. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance. Mr. Thorne, as a co-trustee of each of the foregoing trusts, may be deemed to have beneficial ownership of the shares held by the trusts. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- These shares of Class B Senior Convertible Preferred Stock are held by the Oakleigh L. Thorne Trust Under Agreement FBO Oakleigh B. Thorne. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- These securities are held by the 2005 Restatement of the Oakleigh Thorne Trust dated June 23, 1997. Mr. Thorne, as the trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Reflects 238.14 shares of Class A Senior Convertible Preferred Stock held by the Oakleigh B. Thorne 2011 3 Year Annuity Trust, of which 191.06 shares were issued on January 28, 2011 and 47.08 shares were issued on June 30, 2011, and 170 shares of Class A Senior Convertible Preferred Stock held by the 2005 Restatement of the Oakleigh Thorne Trust dated June 23, 1997, of which 90 shares were issued on January 28, 2011 and 80 shares were issued on June 30, 2011. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance. Mr. Thorne, as the trustee of each of the foregoing trusts, may be deemed to have beneficial ownership of the shares held by such trusts. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Reflects shares of Class B Senior Convertible Preferred Stock held by TACA Thorne LLC and TACA II Thorne LLC, the sole managing member of both of which is OTAC (Thorne) LLC. Mr. Thorne, as the manager and sole member of OTAC (Thorne) LLC, may be deemed to have beneficial ownership of the shares held by TACA Thorne LLC and TACA II Thorne LLC. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Reflects 45.45 shares of Class A Senior Convertible Preferred Stock held by the Oakleigh B. Thorne May 2012 2-Year Annuity Trust, and 34.84 shares of Class A Senior Convertible Preferred Stock held by the Oakleigh B. Thorne 2013 2-Year Annuity Trust, which, in each case, were issued on June 30, 2011. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance. The shares are mandatorily convertible upon consummation of the issuer's initial public offering into a number of shares of common stock equal to (i) the applicable stated capital of each share Class A Senior Convertible Preferred Stock multiplied by (ii) 1.67 and divided by (iii) 103 times the initial price per share of common stock sold in the offering. Fractional common shares will be settled in cash at fair market value.
- Reflects 151.10 shares of Class B Senior Convertible Preferred Stock held by the Oakleigh B. Thorne 2012 2-Year Annuity Trust, 228 shares of Class B Senior Convertible Preferred Stock held by Oakleigh B. Thorne September 2012 2-Year Annuity Trust and 91.90 shares of Class B Senior Convertible Preferred Stock held by the Oakleigh B. Thorne 2013 2-Year Annuity Trust.
- Certain of the entities for which securities are reported on this report and certain other entities that hold the issuer's securities have entered into a service agreement with Thorndale Farm, LLC, of which Mr. Thorne is the Chief Executive Officer. As such, Thorndale Farm, LLC and Mr. Thorne may be deemed to have beneficial ownership of the shares held by such entities. Thorndale Farm, LLC and Mr. Thorne disclaim beneficial ownership of such securities except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that either Thorndale Farm, LLC or Mr. Thorne is a beneficial owner of such securities for purposes of Section 16 or for any other purpose.

/s/ Oakleigh Thorne 06/20/2013
Thorndale Farm, LLC By: /s/
Oakleigh Thorne, Chief 06/20/2013
Executive Officer

** 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

Know all by these presents, that the undersigned hereby constitutes and appoints each of Margee Elias and Norman Smagley, and each of them individually, 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 any 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 each 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 each 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 each 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 each 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 each 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.

From and after the date hereof, any Power of Attorney previously granted by the undersigned concerning the subject matter hereof is hereby revoked.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of June, 2013.

By:/s/ OAKLEIGH THORNE
Oakleigh Thorne