FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Name and Address of Reporting Person*     Jackson Karen						2. Issuer Name and Ticker or Trading Symbol Gogo Inc. [ GOGO ]										eck all appli Directo	cable) or	g Pers	ion(s) to Issi 10% Ov	/ner
(Last) (First) (Middle) 105 EDGEVIEW DRIVE, STE 300						3. Date of Earliest Transaction (Month/Day/Year) 04/02/2024										below)	Officer (give title below)  For. EVP, Chf Person		Other (s below)	
(Street) BROOMFIELD CO 80021					-   4. l <sup>·</sup>	4. If Amendment, Date of Original Filed (Month/Day/Year)										ndividual or Joint/Group Filing (Check Applicable e)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				1
(City)		Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.															to			
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transa Date (Month/D							2A. Deemed Execution Date, if any		<u>.</u>	3. Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3,			i (A) or	or 5. Amount of Securities Beneficially		Form	n: Direct	7. Nature of Indirect Beneficial
							(Month/Day/Year)		ar)	8) Code	v	Amount	(A (D	) or	Price	Owned Reporte Transac (Instr. 3	tion(s)	(l) (In		Ownership (Instr. 4)
Common Stock 04/02						2024				M <sup>(5)</sup>		46,15	55	A	(1)	108,301		D		
Common Stock 04/02					2/202	2024				F		13,52	21	D	\$8.36	6 94,780			D	
		•	Table II -									sed of, onverti				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if if any (Month/Day	Date,	4. Transaction Code (Instr. 8)				Ex	. Date Exe xpiration Month/Da	Date	of Securities		s Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transaction (Instr. 4)	s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)		ate xercisabl		expiration Pate	Title		Amount or Number of Shares					
Restricted Stock Units	(1)	04/02/2024			M		12,933			(2)(5)	(2)		Comm Stock		12,933	\$0	0		D	
Restricted Stock Units	(1)	04/02/2024			M			11,898		(3)(5)		(3)	Comm Stock		11,898	\$0	0		D	
Restricted Stock Units	(1)	04/02/2024			M			21,324		(4)(5)		(4)	Comm Stock		21,324	\$0	0		D	

## **Explanation of Responses:**

- 1. Restricted stock units convert into common stock on a one-for-one basis.
- 2. On March 29, 2021, the reporting person was granted 51,735 restricted stock units, initially set to vest in four equal annual installments on the first four anniversaries of March 29, 2021, subject to continued employment with the Company.
- 3. On March 24, 2022, the reporting person was granted 23,797 restricted stock units, initially set to vest in four equal annual installments on the first four anniversaries of March 24, 2022, subject to continued employment with the Company.
- 4. On March 3, 2023, the reporting person was granted 28,433 restricted stock units, initially set to vest in four equal annual installments on the first four anniversaries of March 3, 2023, subject to continued employment with the Company.
- 5. The vesting of these restricted stock units was automatically accelerated in full pursuant to the terms of the reporting person's employment agreement with the Company (as previously approved by the compensation committee), in connection with her employment ending thereunder effective April 2, 2024.

/s/ Crystal L. Gordon,

Attorney-in-Fact for Karen 04/04/2024

**Jackson** 

\*\* Signature of Reporting Person Dat

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

- $^{\star}$  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.