| SEC Form 4 |
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287

0.5

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

## 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

| 1. Name and Address of Reporting Person*       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         Jackson Karen  |        |             | Table I - Non-D | erivative Securities Acquired, Disposed of, or Ben       | eficially Ov | wned                       |                 |  |  |  |
|--|--------|-------------|-----------------|--|--------------|----------------------------|-----------------|--|--|--|
| Jackson Karen       Gogo Inc. [ GOGO ]       Check all applicable)       Control of the control of | (City) | (State)     | (Zip)           | —  |              |                            | n One Reporting |  |  |  |
| Jackson Karen     Gogo Inc. [ GOGO ]     (Check all applicable)       (Last)     (First)     (Middle)       3. Date of Earliest Transaction (Month/Day/Year)     Officer (give title Other (specify below)       02/17/2021     EVP. Chief People Exp. Officer   | l , ,  | IL          | 60606           | 4. If Amendment, Date of Original Filed (Month/Day/Year) | Line)<br>X F | -<br>Form filed by One Rep | orting Person   |  |  |  |
| Inductor Market on Population     Gogo Inc. [GOGO]     (Check all applicable)  |        | , , , , , , |                 |  | A b          | pelow)                     | below)          |  |  |  |
|  |        |             |                 |  | (Check all   | (Check all applicable)     |                 |  |  |  |

|                                 | Table 1 Hon Denvarie Countes Acquired, Disposed of, or Denenolary Owned |   |                             |   |   |               |         |   |   |   |
|---------------------------------|---|---|-----------------------------|---|---|---------------|---------|---|---|---|
| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year)                              | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|                                 |   |   | Code                        | v | Amount  | (A) or<br>(D) | Price   | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                |   | (Instr. 4)  |
| Common Stock <sup>(1)</sup>     | 02/17/2021  |   | М                           |   | 975   | A             | (2)     | 33,499  | D   |   |
| Common Stock <sup>(1)</sup>     | 02/17/2021  |   | F                           |   | 336   | D             | \$14.06 | 33,163  | D   |   |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Number 1. Title of 3. Transaction 3A. Deemed 6. Date Exercisable and 7. Title and 8. Price of Derivative 9. Number of 10. 11. Nature Conversion Transaction Ownership Derivative Date Execution Date. of Expiration Date (Month/Day/Year) Amount of derivative of Indirect (Month/Day/Year) Derivative Security (Instr. 3) if any (Month/Day/Year) Security (Instr. 5) or Exercise Code (Instr. Securities Securities Form Beneficial Price of Derivative Security Securities Underlying Derivative Security Beneficially Direct (D) 8) Ownership Acquired (A) or Disposed of (D) (Instr. 3, 4 Owned Following Reported or Indirect (I) (Instr. 4) (Instr. 4) (Instr. 3 and 4) Transaction(s) (Instr. 4) and 5) Amount or Numbe Expiration Date Date of Shares Code v (A) (D) Exercisable Title Restricted Common (2) 731 (3) (3) 02/17/2021 М \$0.00 731 D 731 Stock Units Stock

(4)

Explanation of Responses:

(2)

1. Includes restricted shares.

2. Restricted stock units convert into common stock on a one-for-one basis.

02/17/2021

3. On February 17, 2018, the reporting person was granted 2,925 restricted stock units, vesting in four equal annual installments on the first four anniversaries of February 17, 2018, subject to continued employment with the Company.

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4. 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.

**Remarks:** 

Performance

Restricted

Stock Units

## <u>/s/ Margee Elias, Attorney-in-</u> <u>Fact for Karen Jackson</u> 02/19

\*\* Signature of Reporting Person D

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\$0.00

Commo

Stock

(4)

Date

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

 $\ast$  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.

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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.

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