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

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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*     Aguirre Sergio A.						2. Issuer Name and Ticker or Trading Symbol Gogo Inc. [ GOGO ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
(Last) (First) (Middle) 111 N. CANAL STREET						3. Date of Earliest Transaction (Month/Day/Year) 07/31/2020								X	below)	Officer (give title below) Other (below)  President, BA division			pecify
(Street) CHICAGO IL 60606					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(Sta			tive Securities Acquired, Disposed of, or Benefic									sially Oursed						
1. Title of Security (Instr. 3)  2. Transa Date							2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A)			or 5. Amour Securities Beneficia Owned Fe		s Illy ollowing	Form (D) or	: Direct I r Indirect E str. 4)	7. Nature of ndirect Beneficial Ownership
									Code	v	Amount	(A) or (D) Pr		ice	Reported Transaction(s) (Instr. 3 and 4)				Instr. 4)
Common Stock					07/31/2020				М		16,203	3 A		(1)	36,110			D	
Common Stock				07/3	07/31/2020				F		4,695	D	4	S2.91	31,	415	D		
Common Stock				07/31/2020		)			M		376	A		(1)	31,791			D	
Common Stock (				07/3	07/31/2020				F		108	D	\$	S2.91	31,683			D	
Common Stock 07/3				31/2020				M		660	A		(1)	32,343			D		
Common Stock 07/31				1/2020	1/2020					191	D	\$	S2.91	32,152			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. Deem Execution if any (Month/Da	n Date,	4. Transactio Code (Inst 8)		n of		6. Date E Expiration (Month/L	on Da		7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transaction (Instr. 4)	Own For Olly Dire or I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	or	ount nber ıres					
Restricted Stock Units	(1)	07/31/2020					376		(2)		(2)	Common Stock	3	76	\$0.00	750		D	
Performance Restricted Stock Units	(1)	07/31/2020			M		660		(3)	(3)		Common Stock 60		60	\$0.00 1,320			D	
Restricted Stock Units	(1)	07/31/2020			M			16,203	(4)		(4)	Common	16,	,203	\$0.00	0		D	

## **Explanation of Responses:**

- 1. Restricted stock units convert into common stock on a one-for-one basis.
- 2. On July 31, 2018, the reporting person was granted 1,502 restricted stock units, vesting in four equal annual installments on the first four anniversaries of July 31, 2018.
- 3. Following the elimination of the performance conditions for these restricted stock units by the Compensation Committee of the Company, these restricted stock units will vest in three equal installments on July 31, 2020 and the first two anniversaries thereof, subject to continued employment with the Company.
- $4.\ On\ July\ 31,\ 2018,\ the\ reporting\ person\ was\ granted\ 16,203\ restricted\ stock\ units,\ fully\ vesting\ on\ July\ 31,\ 2020$

## Remarks:

/s/ Margee Elias, Attorney-in-Fact for Sergio A. Aguirre \*\* Signature of Reporting Person

08/04/2020

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.