(Last)

(Street)

(City)

**CHICAGO** 

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D

Washington, D.C. 20549	ОМВ
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number

Filed pursuant to Section 16(a) of the Securities Exchange Act o	f 1934

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

Form filed by One Reporting Person

Person

Form filed by More than One Reporting

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

(First)

111 N. CANAL STREET, STE 1500

IL

(State)

60606

(Zip)

LEMAY RONALD T

or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Gogo Inc. [ GOGO ] X Director 10% Owner Officer (give title below) Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) (Middle) 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable

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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) 6. Date Exercisable and 1. Title of 3A. Deemed 5. Number 7. Title and 8. Price of 9. Number of 10. 11. Nature Derivative Conversion Execution Date Transaction Code (Instr. Expiration Date (Month/Day/Year) Amount of Derivative derivative Ownership of Indirect Derivative Security (Instr. 5) Security or Exercise Securities Securities Form: Beneficial Underlying Derivative Security (Instr. 3 and 4) Price of Derivative Direct (D) (Instr. 3) (Month/Day/Year) 8) Securities Beneficially Ownership Acquired (A) or Disposed Owned or Indirect (I) (Instr. 4) (Instr. 4) Following Security Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Number Date Exercisable Expiration of Shares (A) (D) Title Code Deferred Commo (1) 09/30/2020 2.272 (2) (2) 2.272 \$0.00 92,559 D Units Options Commor

(3)

09/30/2030

## **Explanation of Responses:**

\$9.24

- 1. Each deferred share unit represents the contingent right to receive one share of the Company's common stock.
- 2. These deferred share units were granted on September 30, 2020, and are scheduled to vest on September 30, 2021, subject to the director's continued service on the Company's board of directors. The deferred share units will be settled in shares of the Company's common stock following the director's termination of service on the Company's board of directors
- 3. These options were granted on September 30, 2020, and are scheduled to vest on September 30, 2021, subject to the director's continued service on the Company's board of directors.

3,686

## Remarks:

(Right to

Buv)

/s/ Margee Elias, Attorney-in-Fact for Ronald T. LeMay

10/02/2020

3,686

D

\*\* Signature of Reporting Person

3,686

\$0.00

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).

09/30/2020

\*\* 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.