

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

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

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* <u>ROWAN BARRY L</u> (Last) (First) (Middle) <u>111 N. CANAL STREET, STE 1500</u> (Street) <u>CHICAGO IL 60606</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gogo Inc. [GOGO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/12/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options (Right to Buy)	\$12.5	06/12/2020		D		200,000		(1)	04/24/2027	Common Stock	200,000	(2)	0	D	
Options (Right to Buy)	\$12.5	06/12/2020		D		100,000		(3)	04/24/2027	Common Stock	100,000	(2)	0	D	
Options (Right to Buy)	\$10.23	06/12/2020		D		37,000		(4)	02/17/2028	Common Stock	37,000	(2)	0	D	
Options (Right to Buy)	\$10.23	06/12/2020		D		37,000		(5)	02/17/2028	Common Stock	37,000	(2)	0	D	
Options (Right to Buy)	\$5.26	06/12/2020		D		50,000		(6)	04/30/2029	Common Stock	50,000	(2)	0	D	
Options (Right to Buy)	\$2.61	06/12/2020		A		249,414		(7)	06/12/2030	Common Stock	249,414	(2)	249,414	D	

Explanation of Responses:

- These options provided for vesting in four annual installments beginning on the first anniversary of April 24, 2017, subject to continued employment with the Company.
- On 6/12/20, pursuant to its option exchange program, the issuer cancelled the following options to purchase shares of common stock held by the reporting person: (i) options to purchase (A) 200,000 shares and (B) 100,000 shares granted on 4/24/17, (ii) options to purchase (A) 37,000 shares and (B) 37,000 shares granted on 2/17/18 and (iii) 50,000 shares granted on 4/30/19. In exchange, the reporting person received replacement options to purchase 249,414 shares of common stock, having an exercise price of \$2.61 per share.
- Following the elimination of the performance conditions for these options by the Compensation Committee of the Company, these options provided for vesting in four annual installments beginning on the first anniversary of April 24, 2017, subject to continued employment with the Company.
- These options provided for vesting in four annual installments beginning on the first anniversary of February 17, 2018, subject to continued employment with the Company.
- Following the elimination of the performance conditions for these options by the Compensation Committee of the Company, these options provided for vesting in four annual installments beginning on the first anniversary of February 17, 2018, subject to continued employment with the Company.
- These options provided for vesting as follows: (i) 50% of the options vest on December 31, 2020 and (ii) the remaining 50% vest on December 31, 2021, subject to continued employment with the Company.
- These options vest on December 31, 2022, subject to continued employment with the Company.

Remarks:

/s/ Margee Elias, Attorney-in-Fact for Barry L. Rowan 06/16/2020
 ** 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 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.