| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL

| OMB Number: | 3235-0287 |
|---------------------|-----------|
| Estimated average b | urden |
| hours per response: | 0.5 |

| Section 16. Fo | y continue. See | to STATEN | Filed pursuant to Section 16(a) of the Securities Exchange Act of 190 or Section 30(h) of the Investment Company Act of 1940 | - | OMB Number: 3235-0287 Estimated average burden hours per response: 0.5 |
|------------------------|-------------------------|--------------------|---|--|---|
| 1. Name and Addr | 1 0 | Person* | 2. Issuer Name and Ticker or Trading Symbol <u>Gogo Inc.</u> [GOGO] | 5. Relationship of R (Check all applicabl Director | 10% Owner |
| (Last) 111 N. CANAI | (First) L STREET, ST | (Middle) E 1500 | 3. Date of Earliest Transaction (Month/Day/Year) 03/10/2020 | A below) | Human Resources |
| (Street) CHICAGO | IL | 60606 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | Line) X Form filed | t/Group Filing (Check Applicable by One Reporting Person by More than One Reporting |
| (City) | (State) | (Zip) | | Person | · · · · |

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 Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock ⁽¹⁾ | 03/10/2020 | | М | | 6,500 | A | (2) | 23,344 | D | |
| Common Stock ⁽¹⁾ | 03/10/2020 | | F | | 2,249 | D | \$2.83 | 21,095 | 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. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | of Deri Sec Acq (A) o Disp of (I (Inst | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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 | Amount or Number of Shares | | | | |
| Restricted Stock Units | (2) | 03/10/2020 | | М | | | 6,500 | (3) | (3) | Common Stock | 6,500 | \$0.00 | 19,500 | D | |

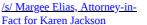
Explanation of Responses:

1. Includes restricted shares.

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

3. On March 10, 2019, the reporting person was granted 26,000 restricted stock units, vesting in four equal annual installments on the first four anniversaries of March 10, 2019.

Remarks:



** Signature of Reporting Person Date

03/12/2020

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.