

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>GTCR Partners XII/A&C LP</u>			2. Issuer Name and Ticker or Trading Symbol <u>Gogo Inc. [GOGO]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/09/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
300 NORTH LASALLE STREET, SUITE 5600			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	CHICAGO	IL	60654					
(City)	(State)	(Zip)						

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			
Common Stock	04/09/2021		A ⁽¹⁾		19,064,529	A	(¹)	19,064,529	I	See Footnotes ⁽²⁾⁽⁴⁾⁽⁵⁾
Common Stock								12,674,482	I	See Footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾

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	Amount or Number of Shares					
6.00% Convertible Senior Notes Due 2022	(⁶)(⁷)	04/09/2021		D ⁽¹⁾				\$105,726,000	(⁶)(⁷)	(⁶)(⁷)	Common Stock	17,621,004 ⁽⁶⁾⁽⁷⁾	(¹)	0	I	See Footnotes ⁽²⁾⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person* <u>GTCR Partners XII/A&C LP</u>		
(Last)	(First)	(Middle)
300 NORTH LASALLE STREET, SUITE 5600		
(Street)	CHICAGO	IL
(City)	(State)	(Zip)
60654		
1. Name and Address of Reporting Person* <u>GTCR Investment XII LLC</u>		
(Last)	(First)	(Middle)
300 NORTH LASALLE STREET, SUITE 5600		
(Street)	CHICAGO	IL
(City)	(State)	(Zip)
60654		

Explanation of Responses:

- On April 9, 2021, the Issuer issued an aggregate of 19,064,529 shares common stock (the "Common Stock") to Silver (XII) Holdings, LLC, an affiliate of the Reporting Persons, in exchange for \$105,726,000 aggregate principal amount of the Company's 6.00% Convertible Senior Notes due 2022 (the "Convertible Notes") beneficially owned by Silver (XII) Holdings, LLC.
- Reflects securities held directly by Silver (XII) Holdings, LLC.
- Reflects securities held directly by Silver (Equity) Holdings, LP.
- GTCR Partners XII/A&C LP is the general partner of Silver (Equity) Holdings, LP and the manager of Silver (XII) Holdings, LLC. GTCR Investment XII LLC is the general partner of GTCR Partners XII/A&C LP. GTCR Investment XII LLC is managed by an eight-member board of managers (the "GTCR Board of Managers"). Mark Anderson, an employee of GTCR LLC, an affiliate of the Reporting Persons, was appointed to the board of directors of the Issuer. As a result, each of the Reporting Persons is a "director by deputation" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.
- Each of the Reporting Persons and the individual members of the GTCR Board of Managers disclaims beneficial ownership of the securities reported herein, except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- The initial conversion rate of the Convertible Notes was 166.6667 shares of Common Stock per \$1,000 principal amount of Convertible Notes, which corresponds to an initial conversion price of approximately \$6.00 per share. The conversion rate was subject to certain anti-dilution adjustments described in the indenture governing the Convertible Notes (the "Indenture"). Following a make-whole fundamental change described in the Indenture, the Issuer will increase the conversion rate in certain circumstances for a holder who elects to convert its Convertible Notes in connection with such make-whole fundamental change. The Convertible Notes would have been convertible by the holder thereof prior to January 15, 2022, only under certain circumstances (as set forth in the Indenture), and thereafter at any time until the second Scheduled Trading Day (as defined in the Indenture) immediately preceding May 15, 2022.
- The Issuer had the option to settle its conversion obligations through cash, shares of Common Stock or a combination of cash and shares of Common Stock. The Convertible Notes bore interest at a rate of 6.00% per year, payable semi-annually in arrears on May 15 and November 15 of each year. The Convertible Notes were to mature on May 15, 2022, unless earlier repurchased by the Issuer or converted.

Remarks:

By: GTCR Investment XII LLC, its 04/13/2021 general partner, By: /s/ Jeffrey S. Wright, Name: Jeffrey S. Wright, Title: Principal

By: /s/ Jeffrey S. Wright, Name: 04/13/2021
Jeffrey S. Wright, Title: Principal

** 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.