

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <b>Elias Marguerite M</b>  (Last) (First) (Middle) <b>105 EDGEVIEW DRIVE, STE 300</b>  (Street) <b>BROOMFIELD CO 80021</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Gogo Inc. [ GOGO ]</b>	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) <b>EVP, Gen Counsel and Secy</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/10/2022</b>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<b>Common Stock</b>	<b>03/10/2022</b>		<b>M</b>		<b>11,687</b>	<b>A</b>	<b>(1)</b>	<b>73,528</b>	<b>D</b>	
<b>Common Stock</b>	<b>03/10/2022</b>		<b>F</b>		<b>3,538</b>	<b>D</b>	<b>\$17.17</b>	<b>69,990</b>	<b>D</b>	

**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						Amount or Number of Shares
<b>Restricted Stock Units</b>	<b>(1)</b>	<b>03/10/2022</b>		<b>M</b>			<b>8,762</b>	<b>(2)</b>	<b>(2)</b>	<b>Common Stock</b>	<b>8,762</b>	<b>\$0.00</b>	<b>8,762</b>	<b>D</b>	
<b>Performance Restricted Stock Units</b>	<b>(1)</b>	<b>03/10/2022</b>		<b>M</b>			<b>2,925</b>	<b>(3)</b>	<b>(3)</b>	<b>Common Stock</b>	<b>2,925</b>	<b>\$0.00</b>	<b>2,925</b>	<b>D</b>	

**Explanation of Responses:**

1. Restricted stock units convert into common stock on a one-for-one basis.
2. On March 10, 2019, the reporting person was granted 35,050 restricted stock units, vesting in four equal annual installments on the first four anniversaries of March 10, 2019, subject to continued employment with the Company.
3. Following the elimination of the performance conditions for these restricted stock units by the Compensation Committee of the Company, these restricted stock units provided for vesting in four annual installments beginning on the first anniversary of March 10, 2019, subject to continued employment with the Company.

**Remarks:**

**Marguerite M. Elias**

**03/14/2022**

\*\* 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.