SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
CRANDALL ROBERT L	Gogo Inc. [GOGO]	X Director 10% Owner
(Last) (First) (Middle)		Officer (give title below) Other (specify below)
111 N. CANAL STREET, STE 1500	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2019	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
CHICAGO IL 60606		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting 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)	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	Amount or Number of Shares				
3.75% Senior Convertible Notes due 2020	$23.85	05/17/2019		D			$2,355,000	(1)	03/01/2020	Common Stock	98,742	$2,355,000[2]	0	D	
3.75% Senior Convertible Notes due 2020	$23.85	05/17/2019		D			$500,000	(1)	03/01/2020	Common Stock	20,964	$500,000[2]	0	I[3]	By Limited Partnership

Explanation of Responses:

1. The 3.75% senior convertible notes due 2020 become convertible on December 1, 2019 or earlier upon certain events.

2. The 3.75% Convertible Senior Notes due 2020 ("3.75% Notes") were purchased by the Company in a transaction exempt pursuant to Rule 16b-3 in connection with the Company's offer to purchase any and all of the outstanding 3.75% Notes, for cash in an amount equal to $1,000 per $1,000 principal amount of Notes purchased, plus accrued and unpaid interest, if any, up to, but not including, the settlement date.

3. Reflects shares held by Crandall Family Investments Ltc, a Texas Limited Partnership. Mr. Crandall disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest.

Remarks:

/s/ Margee Elias, Attorney-in-Fact for Robert L. Crandall	05/21/2019
** Signature of Reporting Person	Date