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* <br> MAYES MICHELE COLEMAN <br><br> (Last)    (First)    (Middle) <br> 111 N. CANAL STREET, STE 1500 <br><br> (Street) <br> CHICAGO    IL    60606 <br> (City)    (State)    (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br> Gogo Inc. [ GOGO ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 12/31/2020 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br> X  Director    10% Owner <br> Officer (give title below)    Other (specify below) <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X  Form filed by One Reporting Person <br> 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 | | | | |
| Deferred Share Units | (1) | 12/31/2020 | | A | | 2,076 | | (2) | (2) | Common Stock | 2,076 | $0.00 | 99,315 | D | |
| Options (Right to Buy) | $9.63 | 12/31/2020 | | A | | 3,929 | | (3) | 12/31/2030 | Common Stock | 3,929 | $0.00 | 3,929 | D | |

**Explanation of Responses:**

1. Each deferred share unit represents the contingent right to receive one share of the Company's common stock.

2. These deferred share units were granted on December 31, 2020, and are scheduled to vest on December 31, 2021, subject to the director's continued service on the Company's board of directors. The deferred share units will be settled in shares of the Company's common stock following the director's termination of service on the Company's board of directors.

3. These options were granted on December 31, 2020, and are scheduled to vest on December 31, 2021, subject to the director's continued service on the Company's board of directors.

**Remarks:**

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| /s/ Margee Elias, Attorney-in-Fact for Michele Coleman Mayes | 01/05/2021 |
| ** Signature of Reporting Person | Date |