FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, D.C. 20 |)549 | 3 |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average b | ourden | | | | | | | | | |
| hours per response: | | | | | | | | | | |

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* THORNE OAKLEIGH | | | | | | 2. Issuer Name and Ticker or Trading Symbol Gogo Inc. [GOGO] | | | | | | | | | elationship o ck all applic Directo | able) | g Pers | . , | |
|--|--|---|----------|------------------------------|-------------------------------|--|---|--------------------|--------------------------------|----------------|--|--|-----|--|---|---|---------------------|--|---------------------------------------|
| (Last) 63 FRON | (Fir: | st) ((| Middle) | | | te of I | f Earliest Transaction (Month/Day/Year) 021 | | | | | | X | below) | cer (give title Other (speci below) President and CEO | | | | |
| (Street) MILLBRO | OOK NY | , 1 | .2545 | | 4. If <i>A</i> | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | Line) | Individual or Joint/Group Filing (Check Appli Line) X Form filed by One Reporting Person Form filed by More than One Reporting | | | | n | | | |
| (City) | (Sta | ate) (2 | Zip) | | Person Person | | | | | | | | | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Da | | | | | Execution (Year) if any | | A. Deemed xecution Date, any Month/Day/Year) | | ction Instr. | | urities Acquired (A) or sed Of (D) (Instr. 3, 4 a | | | and 5) Securities Beneficially Owned Following | | 6. Ownersl Form: Dire (D) or Indii (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | Code | v | Amount | (A) or (D) | Pr | ice | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | | | |
| Common Stock 03/04 | | | | 03/04/2 | 2021 | | | | M | | 6,624 | A | | (1) | 243 | ,353 | | D | |
| Common S | Stock | | | 03/04/2 | 2021 | | | | F | | 2,274(2) | D | \$ | 11.39 | 9 241,079 D | | | | |
| Common S | Common Stock | | | | | | | | | | | | | | 10 | 00 | | | By Spouse |
| Common S | ommon Stock 25,924,803 ⁽³⁾⁽⁴⁾ I | | | | | | | I | By LLC | | | | | | | | | | |
| | 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 |) if any | med on Date, Day/Year) | 4. Transa Code (I 8) | | of | | 6. Date Expirati (Month/ | ion Da | | 7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4) | | | 8. Price of Derivative Security (Instr. 5) | 9. Numbe derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4) | e s ally g | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | Code | v | (A) | (D) | Date Exercis | able | Expiration Date | Title | or Nu of | nount mber ares | | | | | | | | |
| Restricted Stock Units | (1) | 03/04/2021 | | | M | 3,312 | | (5) | | (5) | (5) Common Stock 3, | | 312 | \$0.00 | 3,312 | | D | | |

Explanation of Responses:

Performance

Restricted

- 1. Restricted stock units convert into common stock on a one-for-one basis.
- 2. Shares of common stock netted out to pay tax liability associated with vesting.

03/04/2021

3. Reflects 25,785,267 shares of common stock held directly by Thorndale Farm Gogo, LLC. Thorndale Farm, Inc. is the managing member of Thorndale Farm Gogo, LLC. Mr. Thorne, as the chief executive officer of Thorndale Farm, Inc., may be deemed to have beneficial ownership of the shares of common stock held by Thorndale Farm, Inc. Mr. Thorne disclaims beneficial ownership of such shares of common stock except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that Mr. Thorne is a beneficial owner of such shares of common stock for purposes of Section 16 or for any other purpose

(6)

(6)

3.312

- 4. Reflects 139,536 shares of common stock held directly by OAP, LLC. As the managing member of OAP, LLC, Mr. Thorne may be deemed to have beneficial ownership of the shares of common stock held by OAP, LLC. Mr. Thorne disclaims beneficial ownership of such shares of common stock except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that Mr. Thorne is a beneficial owner of such shares of common stock for purposes of Section 16 or for any other purpose.
- 5. On March 4, 2018, the reporting person was granted 13,250 restricted stock units, vesting in four equal annual installments on the first four anniversaries of March 4, 2018, subject to continued employment
- 6. 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 4, 2018, subject to continued employment with the Company.

Remarks:

/s/ Margee Elias, Attorney-in-Fact Oakleigh Thorne

3,312

Stock

\$0.00

03/08/2021

3.312

D

** 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.