

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>AC ACQUISITION I LLC</u>  (Last) (First) (Middle) C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR  (Street) NEW YORK NY 10020  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/20/2013	3. Issuer Name and Ticker or Trading Symbol <u>Gogo Inc. [ GOGO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,378,833.4 <sup>(10)</sup>	D <sup>(1)(2)</sup>	
Common Stock	587,959.02 <sup>(10)</sup>	D <sup>(3)(4)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class A Senior Convertible Preferred Stock	(5)(9)	(5)(9)	Common Stock	2,658,383.71	(5)(9)	D <sup>(1)(2)</sup>	
Class B Senior Convertible Preferred Stock	12/31/2009	(6)	Common Stock	9,432,898.6	9.7087	D <sup>(1)(2)</sup>	
Junior Convertible Preferred Stock	12/31/2009	(7)	Common Stock	5,984,052.91	10.4369	D <sup>(1)(2)</sup>	
Class A Senior Convertible Preferred Stock	(8)(9)	(8)	Common Stock	1,002,076.65	(8)	D <sup>(3)(4)</sup>	
Class B Senior Convertible Preferred Stock	12/31/2009	(6)	Common Stock	3,640,669.67	9.7087	D <sup>(3)(4)</sup>	
Junior Convertible Preferred Stock	12/31/2009	(7)	Common Stock	2,553,526.17	10.4369	D <sup>(3)(4)</sup>	

1. Name and Address of Reporting Person* <u>AC ACQUISITION I LLC</u>  (Last) (First) (Middle) C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR  (Street) NEW YORK NY 10020  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>AC ACQUISITION II LLC</u>  (Last) (First) (Middle) C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR  (Street) NEW YORK NY 10020  (City) (State) (Zip)
---

1. Name and Address of Reporting Person\*

[COLLINS TIMOTHY C](#)

(Last) (First) (Middle)

C/O RIPPLEWOOD HOLDINGS L.L.C.  
ONE ROCKEFELLER PLAZA, 32ND FLOOR

(Street)

NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[RIPPLEWOOD PARTNERS II LP](#)

(Last) (First) (Middle)

C/O RIPPLEWOOD HOLDINGS L.L.C.  
ONE ROCKEFELLER PLAZA, 32ND FLOOR

(Street)

NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Ripplewood Partners II GP, L.P.](#)

(Last) (First) (Middle)

C/O RIPPLEWOOD HOLDINGS L.L.C.  
ONE ROCKEFELLER PLAZA, 32ND FLOOR

(Street)

NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[RP II GP, LLC](#)

(Last) (First) (Middle)

C/O RIPPLEWOOD HOLDINGS L.L.C.  
ONE ROCKEFELLER PLAZA, 32ND FLOOR

(Street)

NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Collins Family Partners, L.P.](#)

(Last) (First) (Middle)

C/O RIPPLEWOOD HOLDINGS L.L.C.  
ONE ROCKEFELLER PLAZA, 32ND FLOOR

(Street)

NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Collins Family Partner Inc.](#)

(Last) (First) (Middle)

C/O RIPPLEWOOD HOLDINGS L.L.C.  
ONE ROCKEFELLER PLAZA, 32ND FLOOR

(Street)

NEW YORK NY 10020

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u><a href="#">RIPPLEWOOD PARTNERS II PARALLEL FUND LP</a></u>		
(Last)	(First)	(Middle)
C/O RIPPLEWOOD HOLDINGS L.L.C.		
ONE ROCKEFELLER PLAZA, 32ND FLOOR		
(Street)		
NEW YORK	NY	10020
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These securities are held solely by AC Acquisition I LLC ("AC I"). AC I is a limited liability corporation and its sole member is Ripplewood Partners II, L.P., the general partner of which is Ripplewood Partners II GP, L.P., the general partner of which is RP II GP, LLC, the sole member of which is Collins Family Partners, L.P., which is managed by its general partner, Collins Family Partner Inc. Each of Ripplewood Partners II, L.P., Ripplewood Partners II GP, L.P., RP II GP, LLC, Collins Family Partners, L.P. and Collins Family Partners Inc. disclaims beneficial ownership of the securities owned by AC I except to the extent of its pecuniary interest. Timothy C. Collins, as the president and sole shareholder of Collins Family Partners Inc., may be deemed to share beneficial ownership of the shares shown as beneficially owned by AC I.
2. Mr. Collins disclaims such beneficial ownership, except to the extent of any pecuniary interest, and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Each of AC II (as defined below) and Ripplewood Partners II Parallel Fund, L.P. disclaims beneficial ownership of the securities shown as beneficially owned by AC I and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
3. These securities are held solely by AC Acquisition II LLC ("AC II"). AC II is a limited liability company which is managed by Ripplewood Partners II Parallel Fund, L.P., the general partner of which is Ripplewood Partners II GP, L.P., the general partner of which is RP II GP, LLC, the sole member of which is Collins Family Partners, L.P., which is managed by its general partner, Collins Family Partner Inc. Each of Ripplewood Partners II Parallel Fund, L.P., Ripplewood Partners II GP, L.P., RP II GP, LLC, Collins Family Partners, L.P. and Collins Family Partners Inc. disclaims beneficial ownership of the securities owned by AC II except to the extent of its pecuniary interest. Timothy C. Collins, as the president and sole shareholder of Collins Family Partners Inc., may be deemed to share beneficial ownership of the shares shown as beneficially owned by AC II.
4. Mr. Collins disclaims such beneficial ownership, except to the extent of any pecuniary interest, and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Each of AC I and Ripplewood Partners II, L.P. disclaims beneficial ownership of the securities shown as beneficially owned by AC II and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
5. Reflects 2,227.14 shares of Class A Senior Convertible Preferred Stock, of which 726.24 shares were issued on July 1, 2010, 900.54 shares were issued on January 28, 2011 and 600.36 shares were issued on June 30, 2011. Each share of Class A Senior Convertible Preferred Stock (including fractional shares) is convertible into a number of shares of common stock equal to the applicable stated capital of each share of Class A Senior Convertible Preferred Stock divided by the Conversion Price of 9.7087. The Class A Senior Convertible Preferred Stock is entitled to quarterly dividends, which have been satisfied by increasing the applicable stated capital. The shares of Class A Senior Convertible Preferred Stock have no expiration date.
6. Each share of Class B Senior Convertible Preferred Stock (including fractional shares) is convertible into a number of shares of common stock equal to the applicable stated capital of each share of Class B Senior Convertible Preferred Stock divided by the Conversion Price. The Class B Senior Convertible Preferred Stock is entitled to quarterly dividends, which have been satisfied by increasing the applicable stated capital. The shares of Class B Senior Convertible Preferred Stock have no expiration date. The shares are mandatorily convertible upon consummation of the issuer's initial public offering. Fractional common shares will be settled in cash at fair market value. The shares of Class B Senior Convertible Preferred Stock were convertible upon issuance.
7. Each share of Junior Convertible Preferred Stock (including fractional shares) is convertible into a number of shares of common stock equal to the applicable stated capital of each share of Junior Convertible Preferred Stock divided by the Conversion Price. The shares of Junior Convertible Preferred Stock have no expiration date. The shares are mandatorily convertible upon consummation of the issuer's initial public offering. Fractional common shares will be settled in cash at fair market value. The shares of Junior Convertible Preferred Stock were convertible upon issuance.
8. Reflects 839.52 shares of Class A Senior Convertible Preferred Stock, of which 273.76 shares were issued on July 1, 2010, 339.46 shares were issued on January 28, 2011 and 226.31 shares were issued on June 30, 2011. Each share of Class A Senior Convertible Preferred Stock (including fractional shares) is convertible into a number of shares of common stock equal to the applicable stated capital of each share of Class A Senior Convertible Preferred Stock divided by the Conversion Price of 9.7087. The Class A Senior Convertible Preferred Stock is entitled to quarterly dividends, which have been satisfied by increasing the applicable stated capital. The shares of Class A Senior Convertible Preferred Stock have no expiration date.
9. The shares issued prior to June 30, 2011 are mandatorily convertible upon consummation of the issuer's initial public offering into a number of shares of common stock equal to (i) the applicable stated capital of each share Class A Senior Convertible Preferred Stock multiplied by (ii) 2 and divided by (iii) 103 times the initial price per share of common stock sold in the offering. The shares issued on June 30, 2011 are mandatorily convertible upon consummation of the issuer's initial public offering into a number of shares of common stock equal to (i) the applicable stated capital of each share Class A Senior Convertible Preferred Stock multiplied by (ii) 1.67 and divided by (iii) 103 times the initial price per share of common stock sold in the offering. Fractional common shares will be settled in cash at fair market value. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance.
10. Fractional common shares will be settled in cash at fair market value upon consummation of the issuer's initial public offering.

[AC ACQUISITION I, LLC,  
By: Ripplewood Partners II,  
L.P., as its sole member, By:  
Ripplewood Partners II G.P.,  
L.P., as its general partner, By: 06/20/2013  
RP II GP, LLC, as its general  
partner, By: /s/ Christopher  
Minnetian, Secretary](#)

[AC ACQUISITION II, LLC,  
By: Ripplewood Partners II  
Parallel Fund, L.P., as its  
managing member, By:  
Ripplewood Partners II G.P.,  
L.P., as its general partner, By: 06/20/2013  
RP II GP, LLC, as its general  
partner, By: /s/ Christopher  
Minnetian, Secretary](#)

[/s/ Margee Elias, Attorney-in-  
Fact for Timothy C. Collins 06/20/2013  
Ripplewood Partners II, L.P.,  
By: Ripplewood Partners II  
G.P., L.P., as its general  
partner, By: RP II GP, LLC, as  
its general partner, By: /s/  
Christopher Minnetian,  
Secretary](#)

[Ripplewood Partners II G.P., 06/20/2013  
L.P., By: RP II GP, LLC, as its  
general partner, By: /s/](#)

Christopher Minnetian,  
Secretary  
RP II GP, LLC, By: /s/  
Christopher Minnetian, 06/20/2013  
Secretary  
Collins Family Partners, L.P.  
By: Collins Family Partner  
Inc., as its general partner, By: 06/20/2013  
/s/ Christopher Minnetian,  
Secretary  
Collins Family Partner Inc. By:  
/s/ Christopher Minnetian, 06/20/2013  
Secretary  
Ripplewood Partners II Parallel  
Fund LP, By: Ripplewood  
Partners II G.P., L.P., as its  
general partner, By: RP II GP, 06/20/2013  
LLC, as its general partner, By:  
/s/ Christopher Minnetian,  
Secretary

\*\* 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 5 (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.**

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Margee Elias and Norman Smagley, and each of them individually, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an Officer and/or Director of Gogo Inc. (the "Company"), (i) Forms 3, 4 and 5 and any other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder (a "Section 16 Form"), and (ii) a Form ID and any other forms required to be filed or submitted in accordance with Regulation S-T promulgated by the United States Securities and Exchange Commission (or any successor provision) in order to file a Section 16 Form electronically (a "Form ID", and, together with a Section 16 Form, the "Forms and Schedules");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and Schedules, complete and execute any amendment or amendments thereto, and timely file such Forms and Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as he or she may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each such attorney-in-fact is serving in such capacity at the request of the undersigned, and is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Forms and Schedules with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

From and after the date hereof, any Power of Attorney previously granted by the undersigned concerning the subject matter hereof is hereby revoked.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of June, 2013.

By: /s/ TIMOTHY C. COLLINS  
Timothy C. Collins