

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>ROWAN BARRY L</u>  (Last) (First) (Middle) 111 N. CANAL STREET, STE 1500  (Street) CHICAGO IL 60606  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gogo Inc. [ GOGO ]</u>	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) EVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2020	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	03/17/2020		M		15,675	A	(2)	60,853	D	

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
Performance Restricted Stock	(2)	03/17/2020		M			10,000	(3)	(3)	Common Stock	10,000	\$0.00	10,000	D	
Performance Restricted Stock Units	(2)	03/17/2020		M			2,750	(4)	(4)	Common Stock	2,750	\$0.00	2,750	D	
Performance Restricted Stock Units	(2)	03/17/2020		M			2,925	(5)	(5)	Common Stock	2,925	\$0.00	8,775	D	
Options (Right to Buy)	\$2.14	03/17/2020		A			53,000	(6)	03/17/2030	Common Stock	53,000	\$0.00	53,000	D	
Restricted Stock Units	(7)	03/17/2020		A			87,250	(8)	(8)	Common Stock	87,250	\$0.00	87,250	D	

Explanation of Responses:

- Includes restricted shares.
- Restricted stock units convert into common stock on a one-for-one basis.
- On April 24, 2017, the reporting person was granted 20,000 performance restricted stock units which were subject to both time-based vesting and performance-based vesting. Effective March 17, 2020, the Compensation Committee of the Company eliminated the performance conditions for these restricted stock units. This modification resulted in the immediate vesting and settlement of 10,000 restricted stock units, corresponding to the portion of the award for which service-vesting dates had previously elapsed. The remaining restricted stock units will vest in two equal installments on April 24, 2020 and the first anniversary thereof, subject to continued employment with the Company.
- On February 17, 2018, the reporting person was granted 5,500 performance restricted stock units which were subject to both time-based vesting and performance-based vesting. Effective March 17, 2020, the Compensation Committee of the Company eliminated the performance conditions for these restricted stock units. This modification resulted in the immediate vesting and settlement of 2,750 restricted stock units, corresponding to the portion of the award for which service-vesting dates had previously elapsed. The remaining restricted stock units will vest in two equal installments on the first two anniversaries of February 17, 2020, subject to continued employment with the Company.
- On March 10, 2019, the reporting person was granted 11,700 performance restricted stock units which were subject to both time-based vesting and performance-based vesting. Effective March 17, 2020, the Compensation Committee of the Company eliminated the performance conditions for these restricted stock units. This modification resulted in the immediate vesting and settlement of 2,925 restricted stock units, corresponding to the portion of the award for which service-vesting dates had previously elapsed. The remaining restricted stock units will vest in three equal installments on the first three anniversaries of March 10, 2020, subject to continued employment with the Company.
- These options will vest and become exercisable in four equal installments on the first four anniversaries of March 17, 2020, subject to continued employment with the Company.
- Each restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.
- 32,000 of these restricted stock units will vest in four equal installments on the first four anniversaries of March 17, 2020 and 55,250 of these restricted stock units will vest on December 31, 2022, in each case, subject to continued employment with the Company.

Remarks:

/s/ Margee Elias, Attorney-in-Fact for Barry L. Rowan 03/19/2020

\*\* 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.

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