| SEC Form 4 |                 |
|------------|-----------------|
| FORM 4     | UNITED STATES S |

Check this box if no longer subject to

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

5. Relationship of Reporting Person(s) to Issuer

| OMB Number:            | 3235-0287 |
|------------------------|-----------|
| Estimated average bure | den       |
| hours per response:    | 0.5       |

| obligations may continue. See            | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |
|--|--|
| Instruction 1(b).                        | or Section 30(h) of the Investment Company Act of 1940                 |
| 1. Name and Address of Reporting Person* | 2. Issuer Name <b>and</b> Ticker or Trading Symbol                     |
| <u>TOWNSEND CHARLES C</u>                | <u>Gogo Inc.</u> [ GOGO ]  |

| TOWNSEND CHARLES C    |                         |                     | Gogo Inc. [ GOGO ]   | (Check all applicable)  |
|-----------------------|-------------------------|---------------------|--|---|
|                       |                         | <u>ES C</u>         |  | X Director 10% Owner  |
| (Last)<br>111 N. CANA | (First)<br>L STREET, ST | (Middle)<br>TE 1500 | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/31/2020 | Officer (give title Other (specify below) below)  |
| (Street)<br>CHICAGO   | IL                      | 60606               | 4. If Amendment, Date of Original Filed (Month/Day/Year)       | 6. Individual or Joint/Group Filing (Check Applicable<br>Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |
| (City)                | (State)                 | (Zip)               |  |   |
|                       |                         | Table I - Non-De    | erivative Securities Acquired, Disposed of, or Ben             | eficially Owned   |

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |      |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|------|---|---|---------------|-------|---|---|---|
|                                 |  |   | Code | v | Amount  | (A) or<br>(D) | Price | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150.4)  |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   | (cigi, puis, valis, marants, options, convertible securities)         |  |   |                              |            |       |  |                     |  |                 |   |  |  |  |  |
|---|---|--|---|------------------------------|------------|-------|--|---------------------|--|-----------------|---|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) | saction of |       | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | ate                 | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |   | Code                         | v          | (A)   | (D)  | Date<br>Exercisable | Expiration<br>Date   | Title           | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |
| Deferred<br>Share<br>Units                          | (1)   | 12/31/2020                                 |   | A                            |            | 1,895 |  | (2)                 | (2)  | Common<br>Stock | 1,895   | \$0.00   | 110,770  | D  |  |
| Options<br>(Right to<br>Buy)                        | \$9.63  | 12/31/2020                                 |   | A                            |            | 3,929 |  | (3)                 | 12/31/2030   | Common<br>Stock | 3,929   | \$0.00   | 3,929  | D  |  |

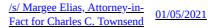
## Explanation of Responses:

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:



\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  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.