| SEC Form 4 |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number: | 3235-0287 |
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| hours per response: | 0.5 |

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

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

| | | | 2 Januar Name and Tislar or Trading Cumbel | E Deletionship of Departing Deveop(s) to leaver | | | | | | |
|--|--------------------|-----------------------|---|--|--|--|--|--|--|--|
| 1. Name and Add | | g Person [°] | 2. Issuer Name and Ticker or Trading Symbol <u>Gogo Inc.</u> [GOGO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
| <u>ROWAN BARRY L</u> | | | | Director 10% Owner | | | | | | |
| (Last) 111 N. CANA | (First) (Middle) I | | 3. Date of Earliest Transaction (Month/Day/Year) 02/17/2022 | X Officer (give title Other (specify below) below) EVP and CFO | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| CHICAGO | IL | 60606 | | X Form filed by One Reporting Person | | | | | | |
| , | | | _ | Form filed by More than One Reporting | | | | | | |
| (City) | (State) | (Zip) | | Person | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | if any | 3. Transa Code (8) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|--------|------------------------------|---|--------|---------------|-------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 02/17/2022 | | М | | 2,750 | Α | (1) | 81,825 | D | |
| Common Stock | | | | | | | | 109,594 | Ι | By Family Trust |

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

| | | | (0/1 | , | , | | | , i , | | | , | | | | |
|---|---|--|---|------------------------------|---|---|-------------------------|--|--------------------|---|--|---|--|--|--|
| 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. Transa Code (8) | | of Deri Secu Acq (A) o Disp of (D | oosed 0) tr. 3, 4 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | and 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 | | | | |
| Restricted Stock Units | (1) | 02/17/2022 | | м | | | 1,375 | (2) | (2) | Common Stock | 1,375 | \$0.00 | 0 | D | |
| Performance Restricted Stock Units | (1) | 02/17/2022 | | М | | | 1,375 | (3) | (3) | Common Stock | 1,375 | \$0.00 | 0 | D | |

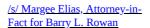
Explanation of Responses:

1. Restricted stock units convert into common stock on a one-for-one basis.

2. On February 17, 2018, the reporting person was granted 5,500 restricted stock units, vesting in four equal annual installments on the first four anniversaries of February 17, 2018, subject to continued employment with the Company.

3. Following the elimination of the performance conditions for these options by the Compensation Committee of the Company, these options provided for vesting in four annual installments beginning on the first anniversary of February 17, 2018, subject to continued employment with the Company.

Remarks:



02/22/2022

** 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.