

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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>THORNE OAKLEIGH</u> (Last) (First) (Middle) <u>63 FRONT STREET, P.O BOX 258</u> (Street) <u>MILLBROOK NY 12545</u> (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/12/2020</u>	
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			

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	Amount or Number of Shares				
Options (Right to Buy)	\$9.39	06/12/2020		D			700,000	(1)	03/04/2028	Common Stock	700,000	(2)	0	D	
Options (Right to Buy)	\$9.39	06/12/2020		D			86,750	(3)	03/04/2028	Common Stock	86,750	(2)	0	D	
Options (Right to Buy)	\$9.39	06/12/2020		D			86,750	(4)	03/04/2028	Common Stock	86,750	(2)	0	D	
Options (Right to Buy)	\$4.57	06/12/2020		D			47,500	(5)	03/10/2029	Common Stock	47,500	(2)	0	D	
Options (Right to Buy)	\$4.57	06/12/2020		D			142,500	(6)	03/10/2029	Common Stock	142,500	(2)	0	D	
Options (Right to Buy)	\$2.61	06/12/2020		A			625,591	(7)	06/12/2030	Common Stock	625,591	(2)	625,591	D	

Explanation of Responses:

- These options provided for vesting as follows: (i) 25% of the options vest on the first anniversary of March 4, 2018 and (ii) the remaining 75% of the options vest in equal monthly installments on the three year period beginning immediately following the first anniversary of March 4, 2018, in each case, subject to continued employment with the Company.
- On June 12, 2020, the issuer cancelled, pursuant to the issuer's option exchange program, (i) options to purchase 700,000 shares of common stock granted to the reporting person on March 4, 2018, (ii) options to purchase 86,750 shares of common stock granted to the reporting person on March 4, 2018, (iii) options to purchase 86,750 shares of common stock granted to the reporting person on March 4, 2018, (iv) options to purchase 47,500 shares of common stock granted to the reporting person on March 10, 2019 and (v) options to purchase 142,500 shares of common stock granted to the reporting person on March 10, 2019. In exchange, the reporting person received replacement options to purchase 625,591 shares, having an exercise price of \$2.61 per share.
- These options provided for vesting in four annual installments beginning on the first anniversary of March 4, 2018, subject to continued employment with the Company.
- 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 March 4, 2018, subject to continued employment with the Company.
- 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 March 10, 2019, subject to continued employment with the Company.
- These options provided for vesting in four annual installments beginning on the first anniversary of March 10, 2019, subject to continued employment with the Company.
- These options vest on December 31, 2022, subject to continued employment with the Company.

Remarks:

/s/ Margee Elias, Attorney-in-Fact for Oakleigh Thorne 06/16/2020

** 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.

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.