

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Bayer Michael P.</u> (Last) (First) (Middle) <u>111 N. CANAL STREET, STE 1500</u> (Street) <u>CHICAGO IL 60606</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Controller & CAO</u>
	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					
Options (Right to Buy)	\$15.89	06/12/2020		D		41,429	(1)	08/31/2025	Common Stock	41,429	(2)	0	D	
Options (Right to Buy)	\$8.37	06/12/2020		D		25,500	(3)	06/24/2026	Common Stock	25,500	(2)	0	D	
Options (Right to Buy)	\$11.96	06/12/2020		D		23,000	(4)	03/14/2027	Common Stock	23,000	(2)	0	D	
Performance Options (Right to Buy)	\$11.96	06/12/2020		D		7,710	(5)	03/14/2027	Common Stock	7,710	(2)	0	D	
Options (Right to Buy)	\$10.23	06/12/2020		D		19,575	(6)	02/17/2028	Common Stock	19,575	(2)	0	D	
Performance Options (Right to Buy)	\$10.23	06/12/2020		D		6,525	(7)	02/17/2028	Common Stock	6,525	(2)	0	D	
Options (Right to Buy)	\$4.57	06/12/2020		D		19,000	(8)	03/10/2029	Common Stock	19,000	(2)	0	D	
Options (Right to Buy)	\$2.61	06/12/2020		A		65,516	(9)	06/12/2030	Common Stock	65,516	(2)	65,516	D	

Explanation of Responses:

- These options provided for vesting in four annual installments beginning on the first anniversary of August 31, 2015, subject to continued employment with the Company.
- On 6/12/20, pursuant to its option exchange program, the issuer cancelled the following options to purchase shares of common stock held by the reporting person: (i) options to purchase 41,429 shares granted on 8/31/15, (ii) options to purchase 25,500 shares granted on 6/24/16, (iii) options to purchase (A) 23,000 shares and (B) 7,710 shares granted on 3/14/17, (iv) options to purchase (A) 19,575 shares and (B) 6,525 shares granted on 2/17/18, and (v) options to purchase 19,000 shares granted on 3/10/19. In exchange, the reporting person received replacement options to purchase 65,516 shares of common stock, having an exercise price of \$2.61 per share.
- These options provided for vesting in four annual installments beginning on the first anniversary of May 26, 2016, subject to the continued employment with the Company.
- These options provided for vesting in four annual installments beginning on the first anniversary of March 14, 2017, 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 14, 2017, subject to continued employment with 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.
- 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.
- 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 Michael P. Bayer 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.

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