

**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>Silver (Equity) Holdings, LP</u>  (Last) (First) (Middle) 300 NORTH LASALLE STREET, SUITE 5600  (Street) CHICAGO IL 60654  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/04/2020	
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	09/04/2020		P		1,503,422	A	\$9.94 <sup>(1)</sup>	11,571,545	I	See Footnotes <sup>(4)(5)</sup>
Common Stock	09/04/2020		P		1,059,691	A	\$10.46 <sup>(2)</sup>	12,631,236	I	See Footnotes <sup>(4)(5)</sup>
Common Stock	09/04/2020		P		43,246	A	\$9.41 <sup>(3)</sup>	12,674,482	I	See Footnotes <sup>(4)(5)</sup>

**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					

1. Name and Address of Reporting Person\*  
Silver (Equity) Holdings, LP  
 (Last) (First) (Middle)  
 300 NORTH LASALLE STREET, SUITE 5600  
 (Street)  
 CHICAGO IL 60654  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GTCR Partners XII/A&C LP  
 (Last) (First) (Middle)  
 300 NORTH LASALLE STREET, SUITE 5600  
 (Street)  
 CHICAGO IL 60654  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GTCR Investment XII LLC

(Last)	(First)	(Middle)
300 NORTH LASALLE STREET, SUITE 5600		
(Street)		
CHICAGO	IL	60654
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$9.315 to \$10.31, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.
2. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$10.32 to \$10.50, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.
3. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$9.32 to \$9.50, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.
4. Reflects securities held directly by Silver (Equity) Holdings, LP. GTCR Partners XII/A&C LP is the general partner of Silver (Equity) Holdings, LP. GTCR Investment XII LLC is the general partner of GTCR Partners XII/A&C LP. GTCR Investment XII LLC is managed by a ten-member board of managers (the "GTCR Board of Managers").
5. Each of the reporting persons and the individual members of the GTCR Board of Managers disclaims beneficial ownership of the securities reported herein, except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

**Remarks:**

Silver (Equity) Holdings, LP,  
By: GTCR Partners XII/A&C  
LP, its general partner, By:  
GTCR Investment XII LLC,     09/09/2020  
its general partner, By: /s/  
Jeffrey S. Wright, Name:  
Jeffrey S. Wright, Title:  
Principal  
  
GTCR Partners XII/A&C LP,  
By: GTCR Investment XII  
LLC, its general partner, By:     09/09/2020  
/s/ Jeffrey S. Wright, Name:  
Jeffrey S. Wright, Title:  
Principal  
  
GTCR Investment XII LLC,  
By: /s/ Jeffrey S. Wright,     09/09/2020  
Name: Jeffrey S. Wright,  
Title: Principal  
  
 \*\* 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.**