

| OMB APPROVAL                                 |           |
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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*<br><u>Elias Marguerite M</u><br><hr/> (Last) (First) (Middle)<br>1250 N. ARLINGTON HEIGHTS ROAD,<br>STE 500<br><hr/> (Street)<br>ITASCA IL 60143<br><hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br>06/20/2013 | 3. Issuer Name and Ticker or Trading Symbol<br><u>Gogo Inc. [ GOGO ]</u>   |   |
|   |   | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Exec VP, Gen Counsel and Sec</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><hr/> 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |
| Class A Senior Convertible Preferred Stock | 01/28/2011 <sup>(1)(2)</sup>                             | (1)(2)          | Common Stock  | 3,564.31 <sup>(1)(2)</sup> | (1)(2)   | D  |   |
| Options (rights to Buy)                    | (3)  | 06/02/2020      | Common Stock  | 61,800                     | 9.08   | D  |   |
| Options (rights to Buy)                    | (4)  | 12/14/2021      | Common Stock  | 51,500                     | 17.78  | D  |   |
| Options (rights to Buy)                    | (5)  | 06/05/2023      | Common Stock  | 61,800                     | 18.72  | D  |   |

**Explanation of Responses:**

- Each share of Class A Senior Convertible Preferred Stock (including fractional shares) is convertible into a number of shares of common stock equal to the applicable stated capital of each share of Class A Senior Convertible Preferred Stock divided by the Conversion Price of 9.7087. The Class A Senior Convertible Preferred Stock is entitled to quarterly dividends, which have been satisfied by increasing the applicable stated capital. The shares of Class A Senior Convertible Preferred Stock have no expiration date.
- Each share is mandatorily convertible upon consummation of the issuer's initial public offering into a number of shares of common stock equal to (i) the applicable stated capital of each share Class A Senior Convertible Preferred Stock multiplied by (ii) 2 and divided by (iii) 103 times the initial price per share of common stock sold in the offering. Fractional common shares will be settled in cash at fair market value. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance.
- These options were granted on June 2, 2010 and 20% became vested and exercisable on the grant date and an additional 20% become vested and exercisable on each of the first four anniversaries of such date, subject to continued employment with the Company. 49,440 of these options are currently vested and exercisable.
- These options were granted on December 14, 2011 and are scheduled to vest and become exercisable in four equal annual installments on the first four anniversaries of the grant date, subject to continued employment with the Company. 12,875 of these options are currently vested and exercisable.
- These options were granted on June 5, 2013 and are scheduled to vest and become exercisable in four equal annual installments on the first four anniversaries of the grant date, subject to continued employment with the Company.

/s/ Margee Elias

06/20/2013

\*\* 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 5 (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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Norman Smagley, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an Officer and/or Director of Gogo Inc. (the "Company"), (i) Forms 3, 4 and 5 and any other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder (a "Section 16 Form"), and (ii) a Form ID and any other forms required to be filed or submitted in accordance with Regulation S-T promulgated by the United States Securities and Exchange Commission (or any successor provision) in order to file a Section 16 Form electronically (a "Form ID", and, together with a Section 16 Form, the "Forms and Schedules");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and Schedules, complete and execute any amendment or amendments thereto, and timely file such Forms and Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as he or she may approve in his or her discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that such attorney-in-fact is serving in such capacity at the request of the undersigned, and is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Forms and Schedules with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

From and after the date hereof, any Power of Attorney previously granted by the undersigned concerning the subject matter hereof is hereby revoked.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of June, 2013.

By: /s/ MARGUERITE M. ELIAS  
Marguerite M. Elias