

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>GTCR Partners XII/A&amp;C 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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2022	
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 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
Deferred Share Units	(1)	12/31/2022		A <sup>(2)</sup>		4,065		(2)	(2)	Common Stock	4,065	\$0.00	26,341	I	See Footnotes <sup>(3)(4)</sup>

1. Name and Address of Reporting Person* <u>GTCR Partners XII/A&amp;C LP</u>  (Last) (First) (Middle) 300 NORTH LASALLE STREET SUITE 5600  (Street) CHICAGO IL 60654  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>GTCR Investment XII LLC</u>  (Last) (First) (Middle) 300 NORTH LASALLE STREET SUITE 5600  (Street) CHICAGO IL 60654  (City) (State) (Zip)

**Explanation of Responses:**

- Each deferred share unit represents the contingent right to receive one share of the Company's common stock.
- These deferred share units were granted on December 31, 2022 to Mr. Mark Anderson, a director of the Company, and are fully vested on the date of grant. The deferred share units will be settled in shares of the Company's common stock following the director's termination of service on the Company's board of directors.
- Mr. Anderson is an employee of GTCR LLC, an affiliate of the Reporting Persons. Pursuant to the policies of certain GTCR-affiliated entities, Mr. Anderson must hold these securities on behalf of and for the benefit of the GTCR-affiliated entities. GTCR Partners XII/A&C LP is the general partner of Silver (Equity) Holdings, LP and the manager of Silver (XII) Holdings, LLC, each of which hold securities of the Company. GTCR Investment XII LLC is the general partner of GTCR Partners XII/A&C LP. GTCR Investment XII LLC is managed by a seven-member board of managers (the "GTCR Board of Managers"). Each of the Reporting Persons is a "director by deputization" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.
- 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 Persons or Mr. Anderson is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

**Remarks:**

GTCR Partners XII/A&C LP,  
By: GTCR Investment XII  
LLC, its general partner, By: /s/ 01/04/2023  
Jeffrey S. Wright, Name:  
Jeffrey S. Wright, Title:  
Principal  
GTCR Investment XII LLC,  
By: /s/ Jeffrey S. Wright, Name: 01/04/2023  
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.**