

OMB APPROVAL	
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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>Mudrick Capital Management, L.P.</u>			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) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
527 MADISON AVENUE, 6TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10022</u>								
(City) (State) (Zip)								

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				
6.00% CONVERTIBLE SENIOR NOTES DUE 2022	(1)	05/13/2020		P		5,394,000 <sup>(2)</sup>		(1)	05/15/2022	Common Stock, par value \$0.0001 per share <sup>(3)</sup>	899,000	\$30	5,394,000 <sup>(2)</sup>	I <sup>(4)</sup>	See footnote <sup>(4)</sup>
6.00% CONVERTIBLE SENIOR NOTES DUE 2022	(1)	05/15/2020		P		2,750,000 <sup>(2)</sup>		(1)	05/15/2022	Common Stock, par value \$0.0001 per share <sup>(3)</sup>	458,333	\$39.9545	8,144,000 <sup>(2)</sup>	I <sup>(4)</sup>	See footnote <sup>(4)</sup>

1. Name and Address of Reporting Person* <u>Mudrick Capital Management, L.P.</u>		
(Last)	(First)	(Middle)
527 MADISON AVENUE, 6TH FLOOR		
(Street) <u>NEW YORK NY 10022</u>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>Mudrick Jason</u>		
(Last)	(First)	(Middle)
527 MADISON AVENUE, 6TH FLOOR		
(Street) <u>NEW YORK NY 10022</u>		
(City)	(State)	(Zip)

Explanation of Responses:

- The initial conversion rate of the Notes is 166.6667 shares of common stock per \$1,000 principal amount of Notes, which corresponds to an initial conversion price of approximately \$6.00 per share and represents a conversion premium of approximately 20.0% over the last reported sale price of the Company's common stock of \$5.00 per share on The NASDAQ Global Select Market on November 16, 2018. The Notes will be convertible prior to January 15, 2022, only under certain circumstances (as set forth in the Indenture) and thereafter at any time.
- The Notes will bear interest at a rate of 6.00% per year, payable semi-annually in arrears on May 15 and November 15 of each year, beginning on May 15, 2019. The Notes will mature on May 15, 2022, unless earlier repurchased by the Company or converted.
- This Form 4 is filed jointly by Mudrick Distressed Opportunity Drawdown Fund II, L.P. ("Drawdown II LP"), Mudrick Distressed Opportunity Fund Global, L.P. ("Global LP"), Mudrick GP, LLC ("Mudrick GP"), Mudrick Distressed Opportunity Drawdown Fund II GP, LLC ("Drawdown II GP"), Mudrick Capital Management, L.P. ("MCM"), Mudrick Capital Management, LLC ("MCM GP"), and Jason Mudrick. Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Securities beneficially owned by MCM. Mudrick GP is the general partner of Global LP and may be deemed to be the beneficial owner of the securities beneficially owned directly by Global LP. Drawdown II GP is the general partner of Drawdown II LP and may be deemed to be the beneficial owner of the securities beneficially owned directly by Drawdown II LP. MCM is the investment manager to Drawdown II LP, Global LP and certain managed accounts. MCM GP is the general partner of MCM. Mr. Mudrick is the sole member of Mudrick GP, Drawdown II GP and MCM GP. By virtue of these relationships, each of MCM, MCM GP and Mr. Mudrick may be deemed to be the beneficial owner of the securities beneficially owned by Drawdown II LP, Global LP and certain managed accounts.

Mudrick Capital Management,  
LLC; By: /s/ Jason Mudrick

By: /s/ Jason Mudrick

05/15/2020

\*\* 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.**