

| 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

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Aguirre Sergio A.</u><br>(Last) (First) (Middle)<br>111 N. CANAL STREET, STE 1400<br>(Street)<br>CHICAGO IL 60606<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Gogo Inc. [ GOGO ]</u> | 5. 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>President, Business Aviation</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/31/2021</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   |   |  |   |
| Common Stock                    | 07/31/2021                           |  | M                              |   | 1,035   | A          | (1)     | 15,872  | D  |   |
| Common Stock                    | 07/31/2021                           |  | F                              |   | 299   | D          | \$10.37 | 15,573  | D  |   |

**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 |
| Restricted Stock Units                     | (1)  | 07/31/2021                           |  | M                              |   |  | 375 | (2)  | (2)             | Common Stock  | 375  | \$0.00   | 375   | D  |       |
| Performance Restricted Stock Units         | (1)  | 07/31/2021                           |  | M                              |   |  | 660 | (3)  | (3)             | Common Stock  | 660  | \$0.00   | 660   | D  |       |

**Explanation of Responses:**

- Restricted stock units convert into common stock on a one-for-one basis.
- On July 31, 2018, the reporting person was granted 1,502 restricted stock units, vesting in four equal annual installments on the first four anniversaries of July 31, 2018.
- Following the elimination of the performance conditions for these restricted stock units by the Compensation Committee of the Company, these restricted stock units will vest in three equal installments on July 31, 2020 and the first two anniversaries thereof, subject to continued employment with the Company.

**Remarks:**

/s/ Margee Elias, Attorney-in-Fact for Sergio A. Aguirre 08/03/2021

\*\* 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.