FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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| OMB Number: | 3235-0287 | | | | | |
| Estimated average burden | | | | | | |
| hours per response: | 0.5 | | | | | |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| 1. Name and Address of Reporting Person* MUNDHEIM ROBERT H | | | | | 2. Issuer Name and Ticker or Trading Symbol Gogo Inc. [GOGO] | | | | | | | | | k all applic | or | | on(s) to Issuer 10% Owner | | |
|--|--|--|---|--|---|---|--------|--------------|--|---------------------------|------------------|---|--------------------------------|---|---|---|---|--|---------------------------------------|
| (Last) | • | irst) RIVE, STE 300 | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2022 | | | | | | | | | Officer below) | (give title | | Other (s below) | specify |
| (Street) BROOM (City) | FIELD C | | 80021 (Zip) | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Ind Line) | vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transar Date (Month/Date | | | | | | Execution Date, | | | 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) | | | 4 and Securitie Benefici | | es Form ially (D) (Following (I) (II | | n: Direct r Indirect istr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | v | Amount | (A) o (D) | r Pr | ice Transaci (Instr. 3 | | ion(s) | | | ,iiisti. 4) | | | | |
| | 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) | | n of E | | i. Date Exercisable and Expiration Date Month/Day/Year) | | | 7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4) | | [] [] | 8. Price of Derivative Gecurity Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4) | i illy | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | | Date Exercisabl | | xpiration ate | Title | Amo or Num of Shar | ber | | | | | |
| Deferred Share Units | (1) | 06/30/2022 | | | A | | 3,937 | | (2) | | (2) | Common Stock | 3,9 | 37 | \$0.00 | 140,32 | 6 | D | |

Explanation of Responses:

- 1. Each deferred share unit represents the contingent right to receive one share of the Company's common stock.
- 2. These deferred share units were granted on June 30, 2022 and are fully vested on the grant date. 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.

Remarks:

/s/ Margee Elias, Attorney-in-Fact for Robert H. Mundheim

07/05/2022

** 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.