SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL	
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1. Name and Address of Reporting Person[*] Elias Marguerite M	2. Issuer Name **and** Ticker or Trading Symbol Gogo Inc. [GOGO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 111 N. CANAL STREET, STE 1500	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2021	Director ☐ 10% Owner ☐ X Officer (give title below) ☐ Other (specify below) ☐ EVP, Gen Counsel and Secy
(Street) CHICAGO IL 60606	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(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			
Common Stock[(1)]	03/10/2021		M		11,688	A	[(2)]	58,336	D	
Common Stock[(1)]	03/10/2021		F		3,898	D	$12.52	54,438	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	Amount or Number of Shares				
Restricted Stock Units	[(2)]	03/10/2021		M			8,763	[(3)]	[(3)]	Common Stock	8,763	$0.00	17,524	D	
Performance Restricted Stock Units	[(2)]	03/10/2021		M			2,925	[(4)]	[(4)]	Common Stock	2,925	$0.00	5,850	D	

Explanation of Responses:

1. Includes restricted shares.

2. Restricted stock units convert into common stock on a one-for-one basis.

3. On March 10, 2019, the reporting person was granted 35,050 restricted stock units, vesting in four equal annual installments on the first four anniversaries of March 10, 2019, subject to continued employment with the Company.

4. Following the elimination of the performance conditions for these options by the Compensation Committee of the Company, these options provided for vesting in four annual installments beginning on the first anniversary of March 10, 2019, subject to continued employment with the Company.

Remarks:

Marguerite M. Elias	03/12/2021
** 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.