

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Silver (Equity) Holdings, LP</u> _____ (Last) (First) (Middle) 300 NORTH LASALLE STREET, SUITE 5600 _____ (Street) CHICAGO IL 60654 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/03/2020	3. Issuer Name and Ticker or Trading Symbol <u>Gogo Inc. [ GOGO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,068,123	I	See Footnote <sup>(1)(5)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
6.00% Convertible Senior Notes Due 2022	(2)(3)	05/15/2022 <sup>(2)(3)</sup>	Common Stock	17,621,004 <sup>(2)(3)</sup>	(2)(3)	I	See Footnotes <sup>(4)(5)</sup>

1. Name and Address of Reporting Person\*  
Silver (Equity) Holdings, LP  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 300 NORTH LASALLE STREET, SUITE 5600  
 \_\_\_\_\_  
 (Street)  
 CHICAGO IL 60654  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GTCR Partners XII/A&C LP  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 300 NORTH LASALLE STREET, SUITE 5600  
 \_\_\_\_\_  
 (Street)  
 CHICAGO IL 60654  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GTCR Investment XII LLC

(Last)	(First)	(Middle)
300 NORTH LASALLE STREET, SUITE 5600		
<hr/>		
(Street)		
CHICAGO	IL	60654
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Reflects securities held directly by Silver (Equity) Holdings, LP. GTCR Partners XII/A&C LP is the general partner of Silver (Equity) Holdings, LP. GTCR Investment XII LLC is the general partner of GTCR Partners XII/A&C LP. GTCR Investment XII LLC is managed by a ten-member board of managers (the "GTCR Board of Managers").
2. The initial conversion rate of the 6.00% Convertible Senior Notes Due 2022 of the Issuer (the "Convertible Notes") is 166.6667 shares of common stock of the Issuer per \$1,000 principal amount of Convertible Notes, which corresponds to an initial conversion price of approximately \$6.00 per share. The conversion rate is subject to certain anti-dilution adjustments described in the indenture governing the Convertible Notes (the "Indenture"). Following a make-whole fundamental change described in the Indenture, the Issuer will increase the conversion rate in certain circumstances for a holder who elects to convert its Convertible Notes in connection with such make-whole fundamental change. The Convertible Notes will be convertible by the holder thereof prior to January 15, 2022, only under certain circumstances (as set forth in the Indenture), and thereafter at any time until the second Scheduled Trading Day (as defined in the Indenture) immediately preceding May 15, 2022.
3. The Issuer has the option to settle its conversion obligations through cash, shares of common stock or a combination of cash and shares of common stock. The Convertible Notes bear interest at a rate of 6.00% per year, payable semi-annually in arrears on May 15 and November 15 of each year. The Convertible Notes will mature on May 15, 2022, unless earlier repurchased by the Issuer or converted.
4. Reflects securities held by an entity indirectly controlled by GTCR Partners XII/A&C LP. GTCR Investment XII LLC is the general partner of GTCR Partners XII/A&C LP.
5. 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 person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

**Remarks:**

<u>Silver (Equity) Holdings, LP, By: GTCR Partners XII/A&amp;C LP, its general partner, By: GTCR Investment XII LLC, its general partner, By: /s/ Jeffrey S. Wright, Name: Jeffrey S. Wright, Title: Principal</u>	<u>09/09/2020</u>
<u>GTCR Partners XII/A&amp;C LP, By: GTCR Investment XII LLC, its general partner, By: /s/ Jeffrey S. Wright, Name: Jeffrey S. Wright, Title: Principal</u>	<u>09/09/2020</u>
<u>GTCR Investment XII LLC, By: /s/ Jeffrey S. Wright, Name: Jeffrey S. Wright, Title: Principal</u>	<u>09/09/2020</u>
** 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 5 (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.**