

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>THORNE OAKLEIGH</b>  (Last) (First) (Middle) <b>1250 N. ARLINGTON HEIGHTS ROAD, STE 500</b>  (Street) <b>ITASCA IL 60143</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Gogo Inc. [ GOGO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>06/26/2013</b>	

**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	06/26/2013		C		163,007.53	A	\$8.5 <sup>(3)</sup>	304,816.49	I <sup>(1)(2)</sup>	By Trust
Common Stock	06/26/2013		C		38,618.63	A	\$9.7087	343,435.12	I <sup>(1)(2)</sup>	By Trust
Common Stock	06/26/2013		C		270,326.53	A	\$9.7087	613,761.65	I <sup>(1)(2)</sup>	By Trust
Common Stock	06/26/2013		C		618,031.67	A	\$10.4369	1,231,793.31	I <sup>(1)(2)</sup>	By Trust
Common Stock	06/26/2013		D <sup>(16)</sup>		1.31	D	\$17	1,231,792	I <sup>(1)(2)</sup>	By Trust
Common Stock	06/26/2013		C		702,842.87	A	\$8.5 <sup>(3)</sup>	702,842.87	I <sup>(2)(7)</sup>	By Trust
Common Stock	06/26/2013		C		270,326.53	A	\$9.7087	973,169.39	I <sup>(2)(7)</sup>	By Trust
Common Stock	06/26/2013		D <sup>(16)</sup>		0.39	D	\$17	973,169	I <sup>(2)(7)</sup>	By Trust
Common Stock	06/26/2013		C		407,518.83	A	\$8.5 <sup>(3)</sup>	407,518.83	I <sup>(2)(8)</sup>	By Trust
Common Stock	06/26/2013		C		231,943.7	A	\$9.7087	639,462.54	I <sup>(2)(8)</sup>	By Trust
Common Stock	06/26/2013		D <sup>(16)</sup>		0.54	D	\$17	639,462	I <sup>(2)(8)</sup>	By Trust
Common Stock	06/26/2013		C		1,995,577.66	A	\$10.4369	2,457,745.77	I <sup>(2)(9)</sup>	By Trust
Common Stock	06/26/2013		D <sup>(16)</sup>		0.77	D	\$17	2,457,745	I <sup>(2)(9)</sup>	By Trust
Common Stock	06/26/2013		C		381,784.47	A	\$8.5 <sup>(3)</sup>	469,334.47	I <sup>(2)(10)</sup>	By Trusts
Common Stock	06/26/2013		C		147,377.29	A	\$9.7087	616,711.76	I <sup>(2)(10)</sup>	By Trusts
Common Stock	06/26/2013		C		87,243.42	A	\$9.7087	703,955.18	I <sup>(2)(10)</sup>	By Trusts
Common Stock	06/26/2013		C		361,939.83	A	\$10.4369	1,065,895.01	I <sup>(2)(10)</sup>	By Trusts
Common Stock	06/26/2013		D <sup>(16)</sup>		1.01	D	\$17	1,065,894	I <sup>(2)(10)</sup>	By Trusts
Common Stock	06/26/2013		C		93,113.8	A	\$9.7087	93,113.8	I <sup>(2)(12)</sup>	By Trusts
Common Stock	06/26/2013		C		597,169.17	A	\$9.7087	690,282.97	I <sup>(2)(15)</sup>	By Trusts
Common Stock	06/26/2013		D <sup>(16)</sup>		1.97	D	\$17	690,281	I <sup>(2)(15)</sup>	By Trusts
Common Stock	06/26/2013		C		11,596,426.56	A	\$9.7087	11,596,426.56	I <sup>(2)(14)</sup>	By LLCs
Common Stock	06/26/2013		D <sup>(16)</sup>		1.56	D	\$17	11,596,425	I <sup>(2)(14)</sup>	By LLCs

**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				
Class A Senior Convertible Preferred Stock	\$8.5 <sup>(3)</sup>	06/26/2013		C			120	01/28/2011	(3)	Common Stock	163,007.53 <sup>(3)</sup>	(3)	0	I <sup>(1)(2)</sup>	By Trust

**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				
Class A Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			33.3	06/30/2011	(4)	Common Stock	38,618.63 <sup>(4)</sup>	(4)	0	I <sup>(1)(2)</sup>	By Trust
Class B Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			213.21	12/31/2009	(5)	Common Stock	270,326.53 <sup>(5)</sup>	(5)	0	I <sup>(1)(2)</sup>	By Trust
Junior Convertible Preferred Stock	\$10.4369	06/26/2013		C			645.13	12/31/2009	(6)	Common Stock	618,031.67 <sup>(6)</sup>	(6)	0	I <sup>(1)(2)</sup>	By Trust
Class A Senior Convertible Preferred Stock	\$8.5 <sup>(3)</sup>	06/26/2013		C			500	07/01/2010	(3)	Common Stock	702,842.87 <sup>(3)</sup>	(3)	0	I <sup>(2)(7)</sup>	By Trust
Class B Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			213.21	12/31/2009	(5)	Common Stock	270,326.53 <sup>(5)</sup>	(5)	0	I <sup>(2)(7)</sup>	By Trust
Class A Senior Convertible Preferred Stock	\$8.5 <sup>(3)</sup>	06/26/2013		C			300	01/28/2011	(3)	Common Stock	407,518.83 <sup>(3)</sup>	(3)	0	I <sup>(2)(8)</sup>	By Trust
Class A Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			200	06/30/2011	(4)	Common Stock	231,943.7 <sup>(4)</sup>	(4)	0	I <sup>(2)(8)</sup>	By Trust
Junior Convertible Preferred Stock	\$10.4369	06/26/2013		C			2,083.07	12/31/2009	(6)	Common Stock	1,995,577.66 <sup>(6)</sup>	(6)	0	I <sup>(2)(9)</sup>	By Trust
Class A Senior Convertible Preferred Stock	\$8.5 <sup>(3)</sup>	06/26/2013		C			281.06	01/28/2011	(3)	Common Stock	381,784.47 <sup>(3)</sup>	(3)	0	I <sup>(2)(10)</sup>	By Trusts
Class A Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			127.08	06/30/2011	(4)	Common Stock	147,377.29 <sup>(4)</sup>	(4)	0	I <sup>(2)(10)</sup>	By Trusts
Class B Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			68.81	12/31/2009	(5)	Common Stock	87,243.42 <sup>(5)</sup>	(5)	0	I <sup>(2)(11)</sup>	By Trust
Junior Convertible Preferred Stock	\$10.4369	06/26/2013		C			377.81	12/31/2009	(6)	Common Stock	361,939.83 <sup>(6)</sup>	(6)	0	I <sup>(2)(11)</sup>	By Trust
Class A Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			80.29	06/30/2011	(4)	Common Stock	93,113.8 <sup>(4)</sup>	(4)	0	I <sup>(2)(12)</sup>	By Trust
Class B Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			471	12/31/2009	(5)	Common Stock	597,169.17 <sup>(5)</sup>	(5)	0	I <sup>(2)(13)</sup>	By Trust
Class B Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			9,146.35	12/31/2009	(5)	Common Stock	11,596,426.56 <sup>(5)</sup>	(5)	0	I <sup>(2)(14)</sup>	By LLCs

1. Name and Address of Reporting Person\*  
THORNE OAKLEIGH  


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(Last) (First) (Middle)  
1250 N. ARLINGTON HEIGHTS ROAD, STE 500  


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(Street)  
ITASCA IL 60143  


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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

## Thorndale Farm LLC

(Last)	(First)	(Middle)
59 FRONT STREET		
(Street)		
MILLBROOK	NY	12545
(City)	(State)	(Zip)

### Explanation of Responses:

1. Reflects securities held by the Oakleigh L. Thorne Trust Under Agreement dated 12/15/76. Mr. Thorne is a co-trustee of the foregoing trust and the trust has entered into a service agreement with Thorndale Farm, LLC, of which Mr. Thorne is the CEO. As such, Mr. Thorne may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
2. Certain of the entities for which securities are reported on this report and certain other entities that hold the issuer's securities have entered into a service agreement with Thorndale Farm, LLC, of which Mr. Thorne is the Chief Executive Officer. As such, Thorndale Farm, LLC and Mr. Thorne may be deemed to have beneficial ownership of the shares held by such entities. Thorndale Farm, LLC and Mr. Thorne disclaim beneficial ownership of such securities except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that either Thorndale Farm, LLC or Mr. Thorne is a beneficial owner of such securities for purposes of Section 16 or for any other purpose.
3. Reflects mandatory conversion of Class A Senior Convertible Preferred Stock into shares of common stock upon consummation of the issuer's initial public offering. The shares converted into a number of shares of common stock equal to (i) the applicable stated capital of each share of Class A Senior Convertible Preferred Stock multiplied by (ii) 2 and divided by (iii) \$17.00, the IPO price. The Class A Senior Convertible Preferred Stock was entitled to dividends accrued through the consummation of the issuer's initial public offering, which have been satisfied by increasing the applicable stated capital and other adjustments. Shares issued on conversion reflect accrued dividends added to stated capital. Fractional shares of common stock are settled in cash. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance and had no expiration date.
4. Each share of Class A Senior Convertible Preferred Stock issued on June 30, 2011 mandatorily converted to shares of common stock upon consummation of the issuer's initial public offering. The shares converted into a number of shares of common stock equal to the applicable stated capital of each share Class A Senior Convertible Preferred Stock divided by the Conversion Price. The Class A Senior Convertible Preferred Stock was entitled to dividends accrued through the consummation of the issuer's initial public offering, which have been satisfied by increasing the applicable stated capital. Shares issued on conversion reflect accrued dividends added to stated capital. Fractional shares of common stock are settled in cash. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance and had no expiration date.
5. Each share of Class B Senior Convertible Preferred Stock mandatorily converted to shares of common stock equal to the applicable stated capital of each share of Class B Senior Convertible Preferred Stock divided by the Conversion Price upon consummation of the issuer's initial public offering. The Class B Senior Convertible Preferred Stock was entitled to dividends accrued through the consummation of the issuer's initial public offering, which have been satisfied by increasing the applicable stated capital. Shares issued on conversion reflect accrued dividends added to stated capital. Fractional shares of common stock are settled in cash. The shares of Class B Senior Convertible Preferred Stock were convertible upon issuance and had no expiration date.
6. Each share of Junior Convertible Preferred Stock mandatorily converted to shares of common stock equal to the applicable stated capital of each share of Junior Convertible Preferred Stock divided by the Conversion Price upon consummation of the issuer's initial public offering. The Junior Convertible Preferred Stock was entitled to dividends accrued through the consummation of the issuer's initial public offering, which have been satisfied by increasing the applicable stated capital. Shares issued on conversion reflect accrued dividends added to stated capital. Fractional shares of common stock are settled in cash. The shares of Junior Convertible Preferred Stock were convertible upon issuance and had no expiration date.
7. Reflects securities held by the Oakleigh L. Thorne Trust Under Agreement FBO Oakleigh B. Thorne. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
8. Reflects securities held by the Oakleigh B. Thorne Dynasty Trust 2011. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
9. Reflects securities held by the Trust Under Will of O.L. Thorne FBO Oakleigh B. Thorne. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
10. Reflects securities held by the Oakleigh B. Thorne 2011 3 Year Annuity Trust and the 2005 Restatement of the Oakleigh Thorne Trust dated June 23, 1997. Mr. Thorne, as the trustee of the foregoing trusts, may be deemed to have beneficial ownership of the shares held by the trusts. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
11. Reflects securities held by the 2005 Restatement of the Oakleigh Thorne Trust dated June 23, 1997. Mr. Thorne, as the trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
12. Reflects securities held by the Oakleigh B. Thorne May 2012 2-Year Annuity Trust and the Oakleigh B. Thorne 2013 2-Year Annuity Trust.
13. Reflects securities held by the Oakleigh B. Thorne 2013 2-Year Annuity Trust, Oakleigh B. Thorne 2012 2-Year Annuity Trust, and Oakleigh B. Thorne September 2012 2-Year Annuity Trust.
14. Reflects shares of Class B Senior Convertible Preferred Stock held by TACA Thorne LLC and TACA II Thorne LLC, the sole managing member of both of which is OTAC (Thorne) LLC. Mr. Thorne, as the manager and sole member of OTAC (Thorne) LLC, may be deemed to have beneficial ownership of the shares held by TACA Thorne LLC and TACA II Thorne LLC. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
15. Reflects securities held by the Oakleigh B. Thorne May 2012 2-Year Annuity Trust, Oakleigh B. Thorne 2013 2-Year Annuity Trust, Oakleigh B. Thorne 2012 2-Year Annuity Trust, and Oakleigh B. Thorne September 2012 2-Year Annuity Trust.
16. Represents fractional shares of common stock settled in cash.

/s/ Oakleigh Thorne 06/28/2013

Thorndale Farm, LLC By: /s/  
Oakleigh Thorne, Chief 06/28/2013  
Executive Officer

\*\* 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.

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