

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* <u>AC ACQUISITION I LLC</u> (Last) (First) (Middle) <u>C/O RIPPLEWOOD HOLDINGS L.L.C.</u> <u>ONE ROCKEFELLER PLAZA, 32ND FLOOR</u> (Street) <u>NEW YORK NY 10020</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gogo Inc. [GOGO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/26/2013</u>	
	4. 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 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		2,244,157.31	A	\$8.5 ⁽⁵⁾⁽⁶⁾	3,622,990.7	D ⁽¹⁾⁽²⁾	
Common Stock	06/26/2013		C		696,247.39	A	\$9.7087	4,319,238.09	D ⁽¹⁾⁽²⁾	
Common Stock	06/26/2013		C		9,442,207.38	A	\$9.7087	13,761,445.48	D ⁽¹⁾⁽²⁾	
Common Stock	06/26/2013		C		5,984,052.91	A	\$10.4369	19,745,498.38	D ⁽¹⁾⁽²⁾	
Common Stock	06/26/2013		J ⁽¹²⁾		1.38	D	\$17	19,745,497	D ⁽¹⁾⁽²⁾	
Common Stock	06/26/2013		C		845,934.17	A	\$8.5 ⁽⁸⁾⁽⁹⁾	1,433,893.19	D ⁽³⁾⁽⁴⁾	
Common Stock	06/26/2013		C		262,450.17	A	\$9.7087	1,696,343.36	D ⁽³⁾⁽⁴⁾	
Common Stock	06/26/2013		C		3,644,262.44	A	\$9.7087	5,340,605.8	D ⁽³⁾⁽⁴⁾	
Common Stock	06/26/2013		C		2,553,526.17	A	\$10.4369	7,894,131.97	D ⁽³⁾⁽⁴⁾	
Common Stock	06/26/2013		J ⁽¹²⁾		0.97	D	\$17	7,894,131	D ⁽³⁾⁽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)		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 ⁽⁵⁾⁽⁶⁾	06/26/2013		C			1,626.78	⁽⁵⁾⁽⁶⁾	⁽⁵⁾⁽⁶⁾	Common Stock	2,244,157.31 ⁽⁵⁾⁽⁶⁾	⁽⁵⁾⁽⁶⁾	0	D ⁽¹⁾⁽²⁾	
Class A Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			600.36	06/30/2011	⁽⁷⁾	Common Stock	696,247.39 ⁽⁷⁾	⁽⁷⁾	0	D ⁽¹⁾⁽²⁾	
Class B Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			7,447.27	12/31/2009	⁽¹⁰⁾	Common Stock	9,442,207.38 ⁽¹⁰⁾	⁽¹⁰⁾	0	D ⁽¹⁾⁽²⁾	
Junior Convertible Preferred Stock	\$10.4369	06/26/2013		C			6,246.4	12/31/2009	⁽¹¹⁾	Common Stock	5,984,052.91 ⁽¹¹⁾	⁽¹¹⁾	0	D ⁽¹⁾⁽²⁾	
Class A Senior Convertible Preferred Stock	\$8.5 ⁽⁸⁾⁽⁹⁾	06/26/2013		C			613.21	⁽⁸⁾⁽⁹⁾	⁽⁸⁾⁽⁹⁾	Common Stock	845,934.17 ⁽⁸⁾⁽⁹⁾	⁽⁸⁾⁽⁹⁾	0	D ⁽³⁾⁽⁴⁾	
Class A Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			226.31	06/30/2011	⁽⁷⁾	Common Stock	262,450.17 ⁽⁷⁾	⁽⁷⁾	0	D ⁽³⁾⁽⁴⁾	
Class B Senior Convertible Preferred Stock	\$9.7087	06/26/2013		C			2,874.31	12/31/2009	⁽¹⁰⁾	Common Stock	3,644,262.44 ⁽¹⁰⁾	⁽¹⁰⁾	0	D ⁽³⁾⁽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)		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				
Junior Convertible Preferred Stock	\$10.4369	06/26/2013		C			2,665.47	12/31/2009	(11)	Common Stock	2,553,526.17 ⁽¹¹⁾	(11)	0	D ⁽³⁾⁽⁴⁾	

1. Name and Address of Reporting Person*

[AC ACQUISITION I LLC](#)

(Last) (First) (Middle)

[C/O RIPPLEWOOD HOLDINGS L.L.C.](#)

[ONE ROCKEFELLER PLAZA, 32ND FLOOR](#)

(Street)

[NEW YORK NY 10020](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AC ACQUISITION II LLC](#)

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(Street)

[NEW YORK NY 10020](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[COLLINS TIMOTHY C](#)

(Last) (First) (Middle)

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1. Name and Address of Reporting Person*

[RIPPLEWOOD PARTNERS II LP](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Ripplewood Partners II GP, L.P.](#)

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[ONE ROCKEFELLER PLAZA, 32ND FLOOR](#)

(Street)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Collins Family Partners, L.P.](#)

(Last) (First) (Middle)

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(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Collins Family Partner Inc.](#)

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[ONE ROCKEFELLER PLAZA, 32ND FLOOR](#)

(Street)
[NEW YORK](#) [NY](#) [10020](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[RIPPLEWOOD PARTNERS II PARALLEL FUND LP](#)

(Last) (First) (Middle)

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(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[RP II GP, LLC](#)

(Last) (First) (Middle)

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[ONE ROCKEFELLER PLAZA, 32ND FLOOR](#)

(Street)
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(City) (State) (Zip)

Explanation of Responses:

1. These securities are held solely by AC Acquisition LLC ("AC I"). AC I is a limited liability corporation and its sole member is Ripplewood Partners II, L.P., the general partner of which is Ripplewood Partners II GP, L.P., the general partner of which is RP II GP, LLC, the sole member of which is Collins Family Partners, L.P, which is managed by its general partner, Collins Family Partners Inc. Each of Ripplewood Partners II, L.P., Ripplewood Partners II GP, L.P., RP II GP, LLC, Collins Family Partners, L.P, and Collins Family Partners Inc. disclaims beneficial ownership of the securities owned by AC I except to the extent of its pecuniary interest. Timothy C. Collins, as the president and sole shareholder of Collins Family Partners Inc., may be deemed to share beneficial ownership of the shares shown as beneficially owned by AC I.
2. Mr. Collins disclaims such beneficial ownership except to the extent of any pecuniary interest 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. Each of AC II (as defined below) and Ripplewood Partners II Parallel Fund, L.P. disclaims beneficial ownership of the securities shown as beneficially owned by AC I and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
3. These securities are held solely by AC Acquisition II LLC ("AC II"). AC II is a limited liability company which is managed by Ripplewood Partners II Parallel Fund, L.P., the general partner of which is Ripplewood Partners II GP, L.P., the general partner of which is RP II GP, LLC, the sole member of which is Collins Family Partners, L.P, which is managed by its general partner, Collins Family Partners Inc. Each of Ripplewood Partners II Parallel Fund, L.P., Ripplewood Partners II GP, L.P., RP II GP, LLC, Collins Family Partners, L.P, and Collins Family Partners Inc. disclaims beneficial ownership of the securities owned by AC II except to the extent of its pecuniary interest. Timothy C. Collins, as the president and sole shareholder of Collins Family Partners Inc., may be deemed to share beneficial ownership of the shares shown as beneficially owned by AC II.
4. Mr. Collins disclaims such beneficial ownership except to the extent of any pecuniary interest 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. Each of AC I and Ripplewood Partners II, L.P. disclaims beneficial ownership of the securities shown as beneficially owned by AC II and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
5. Reflects mandatory conversion of 726.24 shares of class A Senior Convertible Preferred Stock issued on July 1, 2010 and 900.54 shares of Class A Senior Convertible Preferred Stock issued on January 28, 2011 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.
6. 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 reflects accrued dividends added to stated capital and other adjustments. 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.
7. 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 reflects 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.
8. Reflects mandatory conversion of 273.76 shares of Class A Senior Convertible Preferred Stock issued on July 1, 2010 and 339.46 shares of Class A Senior Convertible Preferred Stock issued on January 28, 2011 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 Class A Senior Convertible Preferred Stock multiplied by (ii) 2 and divided by (iii) \$17.00, the IPO price.
9. 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 reflects accrued dividends added to stated capital and other adjustments. 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.
10. 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 reflects 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.
11. 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 reflects 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.
12. Represents fractional shares of common stock settled in cash.

<u>Ripplewood Partners II, L.P., as its sole member, By: Ripplewood Partners II G.P., L.P., as its general partner, By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary.</u>	
<u>AC ACQUISITION II, LLC, By: Ripplewood Partners II Parallel Fund, L.P., as its managing member, By: Ripplewood Partners II G.P., L.P., as its general partner, By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary.</u>	<u>06/28/2013</u>
<u>/s/ Margee Elias, Attorney-in-Fact for Timothy C. Collins</u>	<u>06/28/2013</u>
<u>Ripplewood Partners II, L.P., By: Ripplewood Partners II G.P., L.P., as its general partner, By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary.</u>	<u>06/28/2013</u>
<u>Ripplewood Partners II G.P., L.P., By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary.</u>	<u>06/28/2013</u>
<u>RP II GP, LLC, By: /s/ Christopher Minnetian, Secretary.</u>	<u>06/28/2013</u>
<u>Collins Family Partner Inc. By: /s/ Christopher Minnetian, Secretary.</u>	<u>06/28/2013</u>
<u>Ripplewood Partners II Parallel Fund L.P. By: Ripplewood Partners II G.P., L.P., as its general partner, By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary.</u>	<u>06/28/2013</u>
<u>Collins Family Partners, L.P. By: Collins Family Partner Inc., as its general partner, By: /s/ Christopher Minnetian, Secretary.</u>	<u>06/28/2013</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 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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