

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>THORNE OAKLEIGH</u> (Last) (First) (Middle) 1250 N. ARLINGTON HEIGHTS ROAD, STE 500 (Street) ITASCA IL 60143 (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) <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) 01/15/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	12/31/2013		G	V	7,570	D	\$0	744,195 ⁽²⁾	I ⁽³⁾⁽⁴⁾	By Trust
Common Stock	01/15/2014		J ⁽¹⁾	V	12,839	A	\$0	757,034	I ⁽³⁾⁽⁴⁾	By Trust
Common Stock	01/15/2014		J ⁽⁵⁾	V	139,536	A	\$0	139,536	I ⁽⁴⁾⁽⁶⁾	By LLC
Common Stock								1,231,791 ⁽²⁾	I ⁽⁴⁾⁽⁷⁾	By Trust
Common Stock								973,169	I ⁽⁴⁾⁽⁸⁾	By Trust
Common Stock								639,461 ⁽²⁾	I ⁽⁴⁾⁽⁹⁾	By Trust
Common Stock								2,457,745	I ⁽⁴⁾⁽¹⁰⁾	By Trust
Common Stock								314,127 ⁽²⁾	I ⁽⁴⁾⁽¹¹⁾	By Trust
Common Stock								690,280 ⁽²⁾	I ⁽⁴⁾⁽¹²⁾	By Trusts
Common Stock								11,596,425	I ⁽⁴⁾⁽¹³⁾	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)		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)					

1. Name and Address of Reporting Person*
THORNE OAKLEIGH
 (Last) (First) (Middle)
 1250 N. ARLINGTON HEIGHTS ROAD, STE 500
 (Street)
 ITASCA IL 60143
 (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. Pro rata distribution for no consideration from AC Partners LLLP, of which the trust was a limited partner, exempt under Rule 16a-9.
2. Reflects reduction of one share to correct a rounding error in a prior filing.
3. Reflects shares 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 shares for purposes of Section 16 or for any other purpose.
4. Certain of the entities for which shares are reported on this report and certain other entities that hold the issuer's shares 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 shares 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 shares for purposes of Section 16 or for any other purpose.
5. Pro rata distribution for no consideration from AC Partners LLLP, of which OAP, LLC was a limited partner, exempt under Rule 16a-9.
6. Reflects shares of common stock held by OAP, LLC. Mr. Thorne, as the managing member of OAP, LLC, may be deemed to have beneficial ownership of the shares held by OAP, 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 shares for purposes of Section 16 or for any other purpose.
7. Reflects shares held by the Oakleigh L. Thorne Trust Under Agreement dated 12/15/76. 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 shares for purposes of Section 16 or for any other purpose.
8. Reflects shares 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 shares for purposes of Section 16 or for any other purpose.
9. Reflects shares 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 shares for purposes of Section 16 or for any other purpose.
10. Reflects shares 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 shares for purposes of Section 16 or for any other purpose.
11. Reflects shares held by the Oakleigh B. Thorne 2011 3 Year Annuity Trust. 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 shares for purposes of Section 16 or for any other purpose.
12. Reflects shares 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, Oakleigh B. Thorne September 2012 2-Year Annuity Trust and Oakleigh B. Thorne November 2013 3-Year Annuity Trust. Reflects transfer from the Oakleigh B. Thorne September 2012 2-Year Annuity Trust to the Oakleigh B. Thorne November 2013 3-Year Annuity Trust, exempt under Rule 16a-13.
13. Reflects shares 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 shares for purposes of Section 16 or for any other purpose.

/s/ Oakleigh Thorne 01/17/2014

Thorndale Farm, LLC By: /s/
Oakleigh Thorne, Chief 01/17/2014
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.

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.