

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>THORNE OAKLEIGH</u> (Last) (First) (Middle) 63 FRONT STREET, P.O BOX 258 (Street) MILLBROOK NY 12545 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	07/15/2020		A		197,442 ⁽¹⁾	A	\$3.28	236,729	D	
Common Stock								100	I	By Spouse
Common Stock								25,924,803 ⁽²⁾⁽³⁾	I	By LLC

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- These shares of common stock were granted to the reporting person in lieu of the after-tax amount (\$647,609.76) of the reporting person's 2019 performance year cash bonus of \$1,003,991.60. In order to support actions taken by the Company and its employees to preserve liquidity following the COVID-19 outbreak, Mr. Thorne agreed on March 13, 2020 to defer the payment of his cash bonus (which would otherwise have been paid on March 20, 2020 pursuant to the Company's 2019 bonus plan that was approved by the Compensation Committee on March 29, 2019) to a future date not later than December 31, 2020. On July 15, 2020, in further support of the Company's cash preservation efforts, Mr. Thorne requested that his bonus be paid in stock rather than cash. The conversion was based on a share price of \$3.28, the closing price of the Company's common stock on July 15, 2020, the date on which the Compensation Committee of the Board of Directors approved the grant.
- Reflects 25,785,267 shares of common stock held directly by Thorndale Farm Gogo, LLC. Thorndale Farm, Inc. is the managing member of Thorndale Farm Gogo, LLC. Mr. Thorne, as the chief executive officer of Thorndale Farm, Inc., may be deemed to have beneficial ownership of the shares of common stock held by Thorndale Farm, Inc. Mr. Thorne disclaims beneficial ownership of such shares of common stock except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that Mr. Thorne is a beneficial owner of such shares of common stock for purposes of Section 16 or for any other purpose.
- Reflects 139,536 shares of common stock held directly by OAP, LLC. As the managing member of OAP, LLC, Mr. Thorne may be deemed to have beneficial ownership of the shares of common stock held by OAP, LLC. Mr. Thorne disclaims beneficial ownership of such shares of common stock except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that Mr. Thorne is a beneficial owner of such shares of common stock for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Margee Elias, Attorney-in-Fact for Oakleigh Thorne 07/17/2020

** 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.