

**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>Bayer Michael P.</u>			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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Controller &amp; CAO</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/24/2016</u>			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			
<u>111 N. CANAL STREET, STE 1500</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>CHICAGO</u>	<u>IL</u>	<u>60606</u>						
(City)	(State)	(Zip)							

**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				

**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
Performance Restricted Stock Units	(1)	06/24/2016		A		350		(2)	(2)	Common Stock	350	\$0.00	350	D	
Performance Restricted Stock Units	(1)	06/24/2016		A		350		(3)	(3)	Common Stock	350	\$0.00	350	D	
Options (Right to Buy)	\$8.37	06/24/2016		A		25,500		(4)	06/24/2026	Common Stock	25,500	\$0.00	25,500	D	
Performance Options (Right to Buy)	\$8.37	06/24/2016		A		2,700		(5)	06/24/2026 <sup>(5)</sup>	Common Stock	2,700	\$0.00	2,700	D	
Performance Options (Right to Buy)	\$8.37	06/24/2016		A		2,700		(6)	06/24/2026 <sup>(6)</sup>	Common Stock	2,700	\$0.00	2,700	D	
Restricted Stock Units	(1)	06/24/2016		A		3,200		(7)	(7)	Common Stock	3,200	\$0.00	3,200	D	

**Explanation of Responses:**

- Each performance restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.
- The performance restricted stock units vest and are settled when they have both time vested and performance vested as follows: (i) the performance restricted stock units time vest in equal annual installments on the first four anniversaries of May 26, 2016 (subject to continued employment with the Company) and (ii) the performance restricted stock units performance vest at such time, if any, as the per share closing price of the Company's common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of May 26, 2016 equals or exceeds \$21 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by May 26, 2020 shall be forfeited.
- The performance restricted stock units vest and are settled when they have both time vested and performance vested as follows: (i) the performance restricted stock units time vest in equal annual installments on the first four anniversaries of May 26, 2016 (subject to continued employment with the Company) and (ii) the performance restricted stock units performance vest at such time, if any, as the per share closing price of the Company's common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of May 26, 2016 equals or exceeds \$28 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by May 26, 2020 shall be forfeited.
- These options were granted on June 24, 2016 and are scheduled to vest and become exercisable in four equal annual installments on the first four anniversaries of May 26, 2016, subject to continued employment with the Company.
- The performance options vest and become exercisable when they have both time vested and performance vested as follows: (i) the performance options time vest in equal annual installments on the first four anniversaries of May 26, 2016 (subject to continued employment with the Company) and (ii) the performance options performance vest at such time, if any, as the per share closing price of the Company's common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of May 26, 2016 equals or exceeds \$21 for a period of 30 consecutive trading days. Any performance option that has not performance vested by May 26, 2020 shall be forfeited.
- The performance options vest and become exercisable when they have both time vested and performance vested as follows: (i) the performance options time vest in equal annual installments on the first four anniversaries of May 26, 2016 (subject to continued employment with the Company) and (ii) the performance options performance vest at such time, if any, as the per share closing price of the Company's common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of May 26, 2016 equals or exceeds \$28 for a period of 30 consecutive trading days. Any performance option that has not performance vested by May 26, 2020 shall be forfeited.
- These restricted stock units vest in four equal installments on the first four anniversaries of May 26, 2016, subject to continued employment with the Company.

**Remarks:**

/s/ Margee Elias, Attorney-in-Fact for Michael P. Bayer

06/28/2016

\*\* 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.**