

| OMB APPROVAL                                 |           |
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**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

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Mudrick Capital Management, L.P.</u><br><br>(Last) (First) (Middle)<br>527 MADISON AVENUE, 6TH FLOOR<br><br>(Street)<br>NEW YORK NY 10022<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Gogo Inc. [ GOGO ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/23/2020           |  |
| 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, par value \$0.0001 per share <sup>(1)</sup> | 11/23/2020                           |  | S                              |   | 420,000   | D          | \$10.0228 <sup>(3)</sup> | 7,838,974 <sup>(1)</sup>  | I  | See footnote <sup>(2)</sup>                           |
| Common Stock, par value \$0.0001 per share <sup>(1)</sup> | 11/23/2020                           |  | S                              |   | 150,000   | D          | \$10                     | 7,688,974 <sup>(1)</sup>  | I  | See footnote <sup>(2)</sup>                           |
| Common Stock, par value \$0.0001 per share <sup>(1)</sup> | 11/24/2020                           |  | S                              |   | 272,898   | D          | \$10.4836 <sup>(4)</sup> | 7,416,076 <sup>(1)</sup>  | I  | See footnote <sup>(2)</sup>                           |
| Common Stock, par value \$0.0001 per share <sup>(1)</sup> | 11/24/2020                           |  | S                              |   | 350,000   | D          | \$10.25                  | 7,066,076 <sup>(1)</sup>  | I  | See footnote <sup>(2)</sup>                           |

**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                       |
| Call Options (obligation to sell at purchaser's option) | \$10   | 11/23/2020                           |  | S                              |   | 7,248  |     | (5)  | 01/15/2021      | Common Stock, par value \$0.0001 per share <sup>(2)</sup>                         | 724,800                                    | \$1.1973   | 7,248   | I <sup>(2)</sup>                                       | See footnote <sup>(2)</sup> |
| Call Options (obligation to sell at purchaser's option) | \$10   | 11/24/2020                           |  | S                              |   | 5,000  |     | (6)  | 01/15/2021      | Common Stock, par value \$0.0001 per share <sup>(2)</sup>                         | 500,000                                    | \$1.4821   | 5,000   | I <sup>(2)</sup>                                       | See footnote <sup>(2)</sup> |
| Call Options (obligation to sell at purchaser's option) | \$11   | 11/24/2020                           |  | S                              |   | 3,078  |     | (6)  | 01/15/2021      | Common Stock, par value \$0.0001 per share <sup>(2)</sup>                         | 307,800                                    | \$1.2122   | 3,078   | I <sup>(2)</sup>                                       | See footnote <sup>(2)</sup> |

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| 1. Name and Address of Reporting Person*<br><u>Mudrick Capital Management, L.P.</u><br><br>(Last) (First) (Middle)<br>527 MADISON AVENUE, 6TH FLOOR<br><br>(Street)<br>NEW YORK NY 10022<br><br>(City) (State) (Zip) |
|--|

|   |
|---|
| 1. Name and Address of Reporting Person*<br><u>Mudrick Distressed Opportunity Specialty Fund,</u> |
|---|

[L.P.](#)

(Last) (First) (Middle)  
527 MADISON AVENUE, 6TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Mudrick Distressed Opportunity Drawdown Fund II, L.P.](#)

(Last) (First) (Middle)  
C/O MUDRICK CAPITAL MANAGEMENT, L.P.  
527 MADISON AVENUE, 6TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Mudrick Distressed Opportunity Fund Global, LP](#)

(Last) (First) (Middle)  
527 MADISON AVENUE  
6TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Mudrick GP, LLC](#)

(Last) (First) (Middle)  
527 MADISON AVENUE, 6TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Mudrick Distressed Opportunity Drawdown Fund II GP, LLC](#)

(Last) (First) (Middle)  
527 MADISON AVENUE  
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(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Mudrick Capital Management LLC](#)

(Last) (First) (Middle)  
527 MADISON AVENUE, 6TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Mudrick Jason](#)

|                                      |         |          |
|--------------------------------------|---------|----------|
| (Last)                               | (First) | (Middle) |
| C/O MUDRICK CAPITAL MANAGEMENT, L.P. |         |          |
| 527 MADISON AVENUE, 6TH FLOOR        |         |          |
| <hr/>                                |         |          |
| (Street)                             |         |          |
| NEW YORK                             | NY      | 10022    |
| <hr/>                                |         |          |
| (City)                               | (State) | (Zip)    |

**Explanation of Responses:**

1. This Form 4 is filed jointly by Mudrick Distressed Opportunity Specialty Fund, L.P. ("Specialty LP"), Mudrick Distressed Opportunity Drawdown Fund II, L.P. ("Drawdown II LP"), Mudrick Distressed Opportunity Fund Global, L.P. ("Global LP"), Mudrick GP, LLC ("Mudrick GP"), Mudrick Distressed Opportunity Drawdown Fund II GP, LLC ("Drawdown II GP"), Mudrick Capital Management, L.P. ("MCM"), Mudrick Capital Management, LLC ("MCM GP"), and Jason Mudrick. Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

2. Securities beneficially owned by MCM. Mudrick GP is the general partner of Specialty LP and Global LP and may be deemed the beneficial owner of the securities beneficially owned by Specialty LP and Global LP. Drawdown II GP is the general partner of Drawdown II LP and may be deemed the beneficial owner of the securities beneficially owned by Drawdown II LP. MCM is the investment manager to Specialty LP, Drawdown II LP, Global LP and certain managed accounts. MCM GP is the general partner of MCM. Mr. Mudrick is the sole member of Mudrick GP, Drawdown II GP and MCM GP. By virtue of these relationships, each of MCM, MCM GP and Mr. Mudrick may be deemed the beneficial owner of the securities beneficially owned by Specialty LP, Drawdown II LP, Global LP and certain managed accounts.

3. The price reported is a weighted average price. The Common Stock was disposed of in multiple transactions at prices ranging from \$9.7200 to \$10.2550, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the issuer, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares of Common Stock sold at each separate price within the ranges set forth in this footnote.

4. The price reported is a weighted average price. The Common Stock was disposed of in multiple transactions at prices ranging from \$10.1200 to \$10.9950, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the issuer, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares of Common Stock sold at each separate price within the ranges set forth in this footnote.

5. Such options are exercisable as of November 23, 2020 and were immediately exercisable upon their acquisition.

6. Such options are exercisable as of November 24, 2020 and were immediately exercisable upon their acquisition.

**Remarks:**

Following the transactions reported herein, for the purposes of Section 16, the Reporting Persons ceased to beneficially own 10% or more of the outstanding shares of Common Stock of the Issuer.

MUDRICK CAPITAL MANAGEMENT, L.P.; By: Mudrick Capital Management, LLC; By: /s/ Jason Mudrick 11/25/2020

MUDRICK DISTRESSED OPPORTUNITY SPECIALTY FUND, L.P.; By: Mudrick GP, LLC; By: /s/ Jason Mudrick 11/25/2020

MUDRICK DISTRESSED OPPORTUNITY DRAWDOWN FUND II, L.P.; By: Mudrick Distressed Opportunity Drawdown Fund II GP, LLC; By: /s/ Jason Mudrick 11/25/2020

MUDRICK DISTRESSED OPPORTUNITY FUND GLOBAL, L.P.; By: Mudrick GP, LLC; By: /s/ Jason Mudrick 11/25/2020

MUDRICK GP, LLC; By: /s/ Jason Mudrick 11/25/2020

MUDRICK DISTRESSED OPPORTUNITY DRAWDOWN FUND II GP, LLC; By: /s/ Jason Mudrick 11/25/2020

MUDRICK CAPITAL MANAGEMENT, LLC; By: /s/ Jason Mudrick 11/25/2020

By: /s/ Jason Mudrick 11/25/2020

\*\* 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.