

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Estimated average burden	
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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>Thorndale Farm, Inc.</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/21/2018	
		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			

**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
6.00% Convertible Senior Notes due 2022	\$6	11/21/2018		P		\$8,000,000		(1)	05/15/2022	Common Stock	1,333,334 <sup>(2)</sup>	\$8,000,000 <sup>(3)</sup>	\$8,000,000	I	See Footnote <sup>(4)</sup>

1. Name and Address of Reporting Person\*  
Thorndale Farm, Inc.  
 (Last) (First) (Middle)  
 63 FRONT STREET, P.O. BOX 258  
 (Street)  
 MILLBROOK NY 12545  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
THORNE OAKLEIGH  
 (Last) (First) (Middle)  
 63 FRONT STREET, P.O. BOX 258  
 (Street)  
 MILLBROOK NY 12545  
 (City) (State) (Zip)

**Explanation of Responses:**

- The 6.00% Convertible Senior Notes due 2022 become convertible on January 15, 2022 or earlier upon certain events.
- The 6.00% Convertible Senior Notes due 2022 are convertible into common stock at a conversion price equal to \$6.00 per share of the issuer's common stock, subject to adjustment in certain events.
- Represent the aggregate purchase price for the 6.00% Convertible Senior Notes due 2022.
- Reflects 6.00% Convertible Senior Notes due 2022 held by Thorndale Farm Private Equity 2, LLC. Thorndale Farm, Inc. is the managing member of Thorndale Farm Private Equity 2, LLC and Mr. Thorne is Chief Executive Officer of Thorndale Farm, Inc. Thorndale Farm, Inc., as the managing member of Thorndale Farm Private Equity 2, LLC, and Mr. Thorne, as Chief Executive Officer of Thorndale Farm, Inc., may be deemed to have beneficial ownership of the 6.00% Convertible Senior Notes due 2022 held by Thorndale Farm Private Equity 2, LLC. Mr. Thorne and Thorndale Farm, Inc. disclaim beneficial ownership of such 6.00% Convertible Senior Notes due 2022 except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that Thorndale Form, Inc. or Mr. Thorne is the beneficial owner of such 6.00% Convertible Senior Notes due 2022 for purposes of Section 16 or for any other purpose.

**Remarks:**

/s/ Thorndale Farm, Inc., By: /s/ Oakleigh Thorne, Chief Executive Officer 11/28/2018  
/s/ Oakleigh Thorne 11/28/2018  
 \*\* Signature of Reporting Person Date

\* 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.**