

Gogo Inc.
Form 4
June 28, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)

2. Issuer Name and Ticker or Trading Symbol
Gogo Inc. [GOGO]

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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	06/26/2013		C		163,007.53	A	\$ 8.5 ⁽³⁾	304,816.49	I <u>(1)</u> <u>(2)</u>	By Trust
Common Stock	06/26/2013		C		38,618.63	A	\$ 9.7087	343,435.12	I <u>(1)</u> <u>(2)</u>	By Trust
Common Stock	06/26/2013		C		270,326.53	A	\$ 9.7087	613,761.65	I <u>(1)</u> <u>(2)</u>	By Trust
Common Stock	06/26/2013		C		618,031.67	A	\$ 10.4369	1,231,793.31	I <u>(1)</u> <u>(2)</u>	By Trust
Common Stock	06/26/2013		D ⁽¹⁶⁾		1.31	D	\$ 17	1,231,792	I <u>(1)</u> <u>(2)</u>	By Trust
	06/26/2013		C		702,842.87	A	\$ 8.5 ⁽³⁾	702,842.87	I <u>(2)</u> <u>(7)</u>	By Trust

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Common Stock									
Common Stock	06/26/2013	C	270,326.53	A	\$ 9.7087	973,169.39	I (2) (7)	By Trust	
Common Stock	06/26/2013	D ⁽¹⁶⁾	0.39	D	\$ 17	973,169	I (2) (7)	By Trust	
Common Stock	06/26/2013	C	407,518.83	A	\$ 8.5 ⁽³⁾	407,518.83	I (2) (8)	By Trust	
Common Stock	06/26/2013	C	231,943.7	A	\$ 9.7087	639,462.54	I (2) (8)	By Trust	
Common Stock	06/26/2013	D ⁽¹⁶⁾	0.54	D	\$ 17	639,462	I (2) (8)	By Trust	
Common Stock	06/26/2013	C	1,995,577.66	A	\$ 10.4369	2,457,745.77	I (2) (9)	By Trust	
Common Stock	06/26/2013	D ⁽¹⁶⁾	0.77	D	\$ 17	2,457,745	I (2) (9)	By Trust	
Common Stock	06/26/2013	C	381,784.47	A	\$ 8.5 ⁽³⁾	469,334.47	I (2) (10)	By Trusts	
Common Stock	06/26/2013	C	147,377.29	A	\$ 9.7087	616,711.76	I (2) (10)	By Trusts	
Common Stock	06/26/2013	C	87,243.42	A	\$ 9.7087	703,955.18	I (2) (10)	By Trusts	
Common Stock	06/26/2013	C	361,939.83	A	\$ 10.4369	1,065,895.01	I (2) (10)	By Trusts	
Common Stock	06/26/2013	D ⁽¹⁶⁾	1.01	D	\$ 17	1,065,894	I (2) (10)	By Trusts	
Common Stock	06/26/2013	C	93,113.8	A	\$ 9.7087	93,113.8	I (2) (12)	By Trusts	
Common Stock	06/26/2013	C	597,169.17	A	\$ 9.7087	690,282.97	I (2) (15)	By Trusts	
Common Stock	06/26/2013	D ⁽¹⁶⁾	1.97	D	\$ 17	690,281	I (2) (15)	By Trusts	
Common Stock	06/26/2013	C	11,596,426.56	A	\$ 9.7087	11,596,426.56	I (2) (14)	By LLCs	
Common Stock	06/26/2013	D ⁽¹⁶⁾	1.56	D	\$ 17	11,596,425	I (2) (14)	By LLCs	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number
Class A Senior Convertible Preferred Stock	\$ 8.5 ⁽³⁾	06/26/2013		C	120	01/28/2011	⁽³⁾	Common Stock	163,000
Class A Senior Convertible Preferred Stock	\$ 9.7087	06/26/2013		C	33.3	06/30/2011	⁽⁴⁾	Common Stock	38,610
Class B Senior Convertible Preferred Stock	\$ 9.7087	06/26/2013		C	213.21	12/31/2009	⁽⁵⁾	Common Stock	270,300
Junior Convertible Preferred Stock	\$ 10.4369	06/26/2013		C	645.13	12/31/2009	⁽⁶⁾	Common Stock	618,000
Class A Senior Convertible Preferred Stock	\$ 8.5 ⁽³⁾	06/26/2013		C	500	07/01/2010	⁽³⁾	Common Stock	702,800
Class B Senior Convertible Preferred Stock	\$ 9.7087	06/26/2013		C	213.21	12/31/2009	⁽⁵⁾	Common Stock	270,300
Class A Senior Convertible Preferred Stock	\$ 8.5 ⁽³⁾	06/26/2013		C	300	01/28/2011	⁽³⁾	Common Stock	407,500
Class A Senior	\$ 9.7087	06/26/2013		C	200	06/30/2011	⁽⁴⁾	Common Stock	231,900

Convertible Preferred Stock										
Junior Convertible Preferred Stock	\$ 10.4369	06/26/2013	C	2,083.07	12/31/2009	(6)	Common Stock	1,995		
Class A Senior Convertible Preferred Stock	\$ 8.5 (3)	06/26/2013	C	281.06	01/28/2011	(3)	Common Stock	381,78		
Class A Senior Convertible Preferred Stock	\$ 9.7087	06/26/2013	C	127.08	06/30/2011	(4)	Common Stock	147,3		
Class B Senior Convertible Preferred Stock	\$ 9.7087	06/26/2013	C	68.81	12/31/2009	(5)	Common Stock	87,24		
Junior Convertible Preferred Stock	\$ 10.4369	06/26/2013	C	377.81	12/31/2009	(6)	Common Stock	361,9		
Class A Senior Convertible Preferred Stock	\$ 9.7087	06/26/2013	C	80.29	06/30/2011	(4)	Common Stock	93,1		
Class B Senior Convertible Preferred Stock	\$ 9.7087	06/26/2013	C	471	12/31/2009	(5)	Common Stock	597,10		
Class B Senior Convertible Preferred Stock	\$ 9.7087	06/26/2013	C	9,146.35	12/31/2009	(5)	Common Stock	11,590		

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

THORNE OAKLEIGH
1250 N. ARLINGTON HEIGHTS ROAD, STE 500 X X
ITASCA, IL 60143

Thorndale Farm LLC
59 FRONT STREET X
MILLBROOK, NY 12545

Signatures

/s/ Oakleigh Thorne 06/28/2013
 **Signature of Reporting Person Date

Thorndale Farm, LLC By: /s/ Oakleigh Thorne, Chief Executive Officer 06/28/2013
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- Reflects securities held by the Oakleigh L. Thorne Trust Under Agreement dated 12/15/76. Mr. Thorne is a co-trustee of the foregoing trust and the trust has entered into a service agreement with Thorndale Farm, LLC, of which Mr. Thorne is the CEO. As such, Mr.
- (1) Thorne 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 securities for purposes of Section 16 or for any other purpose.
- Certain of the entities for which securities are reported on this report and certain other entities that hold the issuer's securities 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 securities 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 securities for purposes of Section 16 or for any other purpose.
- (2) Reflects mandatory conversion of Class A Senior Convertible Preferred Stock into shares of common stock upon consummation of the issuer's initial public offering. The shares converted into a number of shares of common stock equal to (i) the applicable stated capital of each share of Class A Senior Convertible Preferred Stock multiplied by (ii) 2 and divided by (iii) \$17.00, the IPO price. The Class A Senior Convertible Preferred Stock was entitled to dividends accrued through the consummation of the issuer's initial public offering, which have been satisfied by increasing the applicable stated capital and other adjustments. Shares issued on conversion reflect accrued dividends added to stated capital. Fractional shares of common stock are settled in cash. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance and had no expiration date.
- Each share of Class A Senior Convertible Preferred Stock issued on June 30, 2011 mandatorily converted to shares of common stock upon consummation of the issuer's initial public offering. The shares converted into a number of shares of common stock equal to the applicable stated capital of each share Class A Senior Convertible Preferred Stock divided by the Conversion Price. The Class A Senior
- (4) Convertible Preferred Stock was entitled to dividends accrued through the consummation of the issuer's initial public offering, which have been satisfied by increasing the applicable stated capital. Shares issued on conversion reflect accrued dividends added to stated capital. Fractional shares of common stock are settled in cash. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance and had no expiration date.
- Each share of Class B Senior Convertible Preferred Stock mandatorily converted to shares of common stock equal to the applicable stated capital of each share of Class B Senior Convertible Preferred Stock divided by the Conversion Price upon consummation of the issuer's initial public offering. The Class B Senior Convertible Preferred Stock was entitled to dividends accrued through the consummation of the issuer's initial public offering, which have been satisfied by increasing the applicable stated capital. Shares issued on conversion reflects accrued dividends added to stated capital. Fractional shares of common stock are settled in cash. The shares of Class B Senior Convertible Preferred Stock were convertible upon issuance and had no expiration date.
- (5) Each share of Junior Convertible Preferred Stock mandatorily converted to shares of common stock equal to the applicable stated capital of each share of Junior Convertible Preferred Stock divided by the Conversion Price upon consummation of the issuer's initial public offering. The Junior Convertible Preferred Stock was entitled to dividends accrued through the consummation of the issuer's initial
 - (6) offering. The Junior Convertible Preferred Stock was entitled to dividends accrued through the consummation of the issuer's initial

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public offering, which have been satisfied by increasing the applicable stated capital. Shares issued on conversion reflects accrued dividends added to stated capital. Fractional shares of common stock are settled in cash. The shares of Junior Convertible Preferred Stock were convertible upon issuance and had no expiration date.

- (7) Reflects securities 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 securities for purposes of Section 16 or for any other purpose.
- (8) Reflects securities 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 securities for purposes of Section 16 or for any other purpose.
- (9) Reflects securities 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 securities for purposes of Section 16 or for any other purpose.
- (10) Reflects securities held by the Oakleigh B. Thorne 2011 3 Year Annuity Trust and the 2005 Restatement of the Oakleigh Thorne Trust dated June 23, 1997. Mr. Thorne, as the trustee of the foregoing trusts, may be deemed to have beneficial ownership of the shares held by the trusts. 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 securities for purposes of Section 16 or for any other purpose.
- (11) Reflects securities 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 securities for purposes of Section 16 or for any other purpose.
- (12) Reflects securities held by the Oakleigh B. Thorne May 2012 2-Year Annuity Trust and the Oakleigh B. Thorne 2013 2-Year Annuity Trust.
- (13) Reflects securities held by the Oakleigh B. Thorne 2013 2-Year Annuity Trust, Oakleigh B. Thorne 2012 2-Year Annuity Trust, and Oakleigh B. Thorne September 2012 2-Year Annuity Trust.
- (14) Reflects shares of Class B Senior Convertible Preferred Stock 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 securities for purposes of Section 16 or for any other purpose.
- (15) Reflects securities 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, and Oakleigh B. Thorne September 2012 2-Year Annuity Trust.
- (16) Represents fractional shares of common stock settled in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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