

ROWAN BARRY L
Form 4
March 12, 2019

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 *
ROWAN BARRY L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
111 N. CANAL STREET, STE 1500

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

(Street)
CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------------|------------------------------|------------------|------------|--|------|---|--------|-----|------------------|---------------------------|--------------|----------------------------|
| | | | | | | | | | | | | |
| Restricted Stock Units | (1) | 03/10/2019 | | | A | | 35,050 | | (2) | (2) | Common Stock | 35, |
| Options (Right to Buy) | \$ 4.57 | 03/10/2019 | | | A | | 60,550 | | (3) | 03/10/2029 | Common Stock | 60, |
| Performance Restricted Stock Units | (4) | 03/10/2019 | | | A | | 11,700 | | (5) | (5) | Common Stock | 11, |
| Performance Options (Right to Buy) | \$ 4.57 | 03/10/2019 | | | A | | 20,200 | | (6) | 03/10/2029 ⁽⁶⁾ | Common Stock | 20, |
| Options (Right to Buy) | \$ 4.57 | 03/10/2019 | | | A | | 50,000 | | (7) | 03/10/2029 | Common Stock | 50, |
| Restricted Stock Units | (1) | 03/10/2019 | | | A | | 50,000 | | (8) | (8) | Common Stock | 50, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROWAN BARRY L 111 N. CANAL STREET, STE 1500 CHICAGO, IL 60606 | | | EVP and CFO | |

Signatures

/s/ Margee Elias, Attorney-in-Fact for Barry L.
Rowan

03/12/2019

*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).
- (1) Each restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.
- (2)

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These restricted stock units vest in four equal installments on the first four anniversaries of March 10, 2019, subject to continued employment with the Company.

- (3) These options were granted on March 10, 2019 and are scheduled to vest and become exercisable in four equal annual installments on the first four anniversaries of the grant date, subject to continued employment with the Company.
- (4) 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 March 10, 2019 and (ii) the performance restricted stock units performance vest at such time, if any, as the per share closing price of Gogo common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of March 10, 2019 equals or exceeds \$6.50 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by March 10, 2023 shall be forfeited.
- (5) 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 March 10, 2019 and (ii) the performance restricted stock units performance vest at such time, if any, as the per share closing price of Gogo common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of March 10, 2019 equals or exceeds \$6.50 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by March 10, 2023 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 March 10, 2019 and (ii) the performance options performance vest at such time, if any, as the per share closing price of Gogo common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of March 10, 2019 equals or exceeds \$6.50 for a period of 30 consecutive trading days. Any performance option that has not performance vested by March 10, 2023 shall be forfeited.
- (6) 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 March 10, 2019 and (ii) the performance options performance vest at such time, if any, as the per share closing price of Gogo common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of March 10, 2019 equals or exceeds \$6.50 for a period of 30 consecutive trading days. Any performance option that has not performance vested by March 10, 2023 shall be forfeited.
 - (7) These options were granted on March 10, 2019. 50% of these options are scheduled to vest on December 31, 2020 and the remaining 50% are scheduled to vest on December 31, 2021.
 - (8) These restricted stock units were granted on March 10, 2019. 50% of these restricted stock units are scheduled to vest on December 31, 2020 and the remaining 50% are scheduled to vest on December 31, 2021.

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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