

Gogo Inc.
Form 4
March 16, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bayer Michael P.

(Last) (First) (Middle)

111 N. CANAL STREET, STE 1500

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

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

03/14/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Controller & CAO

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

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

**Persons who respond to the collection of
information contained in this form are not
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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 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	<u>(1)</u>	03/14/2017			A		2,910		<u>(2)</u>	<u>(2)</u>	Common Stock	2,910
Options (Right to Buy)	\$ 11.96	03/14/2017			A		23,000		<u>(3)</u>	03/14/2027	Common Stock	23,000
Performance Options (Right to Buy)	\$ 11.96	03/14/2017			A		7,710		<u>(4)</u>	03/14/2027 ⁽⁴⁾	Common Stock	7,710
Performance Restricted Stock Units	<u>(1)</u>	03/14/2017			A		930		<u>(5)</u>	<u>(5)</u>	Common Stock	930

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bayer Michael P. 111 N. CANAL STREET, STE 1500 CHICAGO, IL 60606			SVP, Controller & CAO	

Signatures

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

03/16/2017

 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 performance restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.
- (2) These restricted stock units vest in four equal installments on the first four anniversaries of March 14, 2017, subject to continued employment with the Company.
- (3) These options were granted on March 14, 2017 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) 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 14, 2017 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

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period beginning on the grant date and ending on the fourth anniversary of March 14, 2017 equals or exceeds \$25 for a period of 30 consecutive trading days. Any performance option that has not performance vested by March 14, 2021 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 14, 2017 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 14, 2017 equals or exceeds \$25 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by March 14, 2021 shall be forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.