

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMALL MICHAEL

(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
☒ Officer (give title below) ☐ Other (specify
below)

President and CEO

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 ⁽¹⁾	03/14/2017		A		10,000	A	\$ 0
					304,832	D	

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

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information contained in this form are not
required to respond unless the form
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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)

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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 Underlying Security (Instr. 3 and 4)	8. An Nu Sh
Options (Right to Buy)	\$ 11.96	03/14/2017		A	100,000	<u>(2)</u> 03/14/2027	Common Stock	10
Performance Options (Right to Buy)	\$ 11.96	03/14/2017		A	81,870	<u>(3)</u> 03/14/2027 ⁽³⁾	Common Stock	8
Performance Restricted Stock Units	<u>(4)</u>	03/14/2017		A	10,430	<u>(5)</u> <u>(5)</u>	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMALL MICHAEL 111 N. CANAL STREET, STE 1500 CHICAGO, IL 60606	X		President and CEO	

Signatures

/s/ Margee Elias, Attorney-in-Fact for Michael J. Small 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) Includes restricted shares.

(2) 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.

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 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.

(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.

(5)

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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.

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