

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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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

(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 <sup>(3)</sup>                                 |
|                                 |                                      |  |                                |   |   |  | 304,816.49  |
|                                 |                                      |  |                                |   |   |  | I <sup>(1)</sup> <sup>(2)</sup>                       |
|                                 |                                      |  |                                |   |   |  | By Trust  |
| Common Stock                    | 06/26/2013                           |  | C                              |   | 38,618.63   | A  | \$ 9.7087   |
|                                 |                                      |  |                                |   |   |  | 343,435.12  |
|                                 |                                      |  |                                |   |   |  | I <sup>(1)</sup> <sup>(2)</sup>                       |
|                                 |                                      |  |                                |   |   |  | By Trust  |
| Common Stock                    | 06/26/2013                           |  | C                              |   | 270,326.53  | A  | \$ 9.7087   |
|                                 |                                      |  |                                |   |   |  | 613,761.65  |
|                                 |                                      |  |                                |   |   |  | I <sup>(1)</sup> <sup>(2)</sup>                       |
|                                 |                                      |  |                                |   |   |  | By Trust  |
| Common Stock                    | 06/26/2013                           |  | C                              |   | 618,031.67  | A  | \$ 10.4369  |
|                                 |                                      |  |                                |   |   |  | 1,231,793.31  |
|                                 |                                      |  |                                |   |   |  | I <sup>(1)</sup> <sup>(2)</sup>                       |
|                                 |                                      |  |                                |   |   |  | By Trust  |
| Common Stock                    | 06/26/2013                           |  | D <sup>(16)</sup>              |   | 1.31  | D  | \$ 17   |
|                                 |                                      |  |                                |   |   |  | 1,231,792   |
|                                 |                                      |  |                                |   |   |  | I <sup>(1)</sup> <sup>(2)</sup>                       |
|                                 |                                      |  |                                |   |   |  | By Trust  |
|                                 | 06/26/2013                           |  | C                              |   | 702,842.87  | A  | \$ 8.5 <sup>(3)</sup>                                 |
|                                 |                                      |  |                                |   |   |  | 702,842.87  |
|                                 |                                      |  |                                |   |   |  | I <sup>(2)</sup> <sup>(7)</sup>                       |
|                                 |                                      |  |                                |   |   |  | 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 <sup>(16)</sup> | 0.39          | D | \$ 17                 | 973,169       | I (2) (7)  | By Trust  |
| Common Stock | 06/26/2013 | C                 | 407,518.83    | A | \$ 8.5 <sup>(3)</sup> | 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 <sup>(16)</sup> | 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 <sup>(16)</sup> | 0.77          | D | \$ 17                 | 2,457,745     | I (2) (9)  | By Trust  |
| Common Stock | 06/26/2013 | C                 | 381,784.47    | A | \$ 8.5 <sup>(3)</sup> | 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 <sup>(16)</sup> | 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 <sup>(16)</sup> | 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 <sup>(16)</sup> | 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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SEC 1474  
(9-02)

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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 <sup>(3)</sup>                                  | 06/26/2013                           |  | C                              | 120   | 01/28/2011   | <sup>(3)</sup>  | Common Stock  | 163,000       |
| Class A Senior Convertible Preferred Stock | \$ 9.7087  | 06/26/2013                           |  | C                              | 33.3  | 06/30/2011   | <sup>(4)</sup>  | Common Stock  | 38,610        |
| Class B Senior Convertible Preferred Stock | \$ 9.7087  | 06/26/2013                           |  | C                              | 213.21  | 12/31/2009   | <sup>(5)</sup>  | Common Stock  | 270,300       |
| Junior Convertible Preferred Stock         | \$ 10.4369   | 06/26/2013                           |  | C                              | 645.13  | 12/31/2009   | <sup>(6)</sup>  | Common Stock  | 618,000       |
| Class A Senior Convertible Preferred Stock | \$ 8.5 <sup>(3)</sup>                                  | 06/26/2013                           |  | C                              | 500   | 07/01/2010   | <sup>(3)</sup>  | Common Stock  | 702,800       |
| Class B Senior Convertible Preferred Stock | \$ 9.7087  | 06/26/2013                           |  | C                              | 213.21  | 12/31/2009   | <sup>(5)</sup>  | Common Stock  | 270,300       |
| Class A Senior Convertible Preferred Stock | \$ 8.5 <sup>(3)</sup>                                  | 06/26/2013                           |  | C                              | 300   | 01/28/2011   | <sup>(3)</sup>  | Common Stock  | 407,500       |
| Class A Senior                             | \$ 9.7087  | 06/26/2013                           |  | C                              | 200   | 06/30/2011   | <sup>(4)</sup>  | 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)

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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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