

Gogo Inc.  
Form 4  
June 28, 2013

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Elias Marguerite M

(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  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
Exec VP, Gen Counsel and Sec

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 06/26/2013                              |   | C                                    | 4,075.19  | A 8.5<br>(1)   | 4,075.19   | D   |
| Common<br>Stock                       | 06/26/2013                              |   | D(2)                                 | 0.19  | D \$ 17  | 4,075  | D   |

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)

# Edgar Filing: Gogo Inc. - Form 4

**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) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Class A Senior Convertible Preferred Stock | \$ 8.5 <sup>(1)</sup>                                  | 06/26/2013                           |  | C                              | 3   | 01/28/2011 <sup>(1)</sup>                                | Common Stock  | 4,075.19 <sup>(1)</sup>                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships  |
|---|--|
| Elias Marguerite M<br>1250 N. ARLINGTON HEIGHTS ROAD, STE 500<br>ITASCA, IL 60143 | Director 10% Owner Officer Other<br>Exec VP, Gen Counsel and Sec |

## Signatures

/s/ Margee Elias 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 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

(1) 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 reflect accrued dividends added to stated capital and other adjustments. 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.

(2) 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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