Gogo Inc. Form 4 October 02, 2015

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person * CRANDALL ROBERT L

(First) (Middle)

5016 SW INVERNESS COURT

(Street)

Symbol

3. Date of Earliest Transaction

Gogo Inc. [GOGO]

(Month/Day/Year)

09/30/2015

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

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

5. Amount of

Securities

Following

Reported

Owned

Beneficially

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

X_ Director

Officer (give title

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

5. Relationship of Reporting Person(s) to

(Check all applicable)

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

PALM CITY, FL 34990

4. Securities TransactionAcquired (A) or

(Month/Day/Year) Execution Date, if Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5) (A)

Transaction(s) or (Instr. 3 and 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 required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 4 Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per

response... 0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security			I ((A) or Disposed (D) (Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Units	<u>(1)</u>	09/30/2015	A		1,963		<u>(1)</u>	<u>(1)</u>	Common Stock	1,963
Options (Right to Buy)	\$ 15.28	09/30/2015	A		4,092		09/30/2015	09/30/2025	Common Stock	4,092

Reporting Owners

Reporting Owner Name / Address	Relationships						
. Programme and the same and th	Director	10% Owner	Officer	Other			
CRANDALL ROBERT L 5016 SW INVERNESS COURT PALM CITY, FL 34990	X						

Signatures

/s/ Margee Elias, Attorney-in-Fact for Robert L. Crandall

**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) Deferred stock units that are settled in shares of common stock 90 days after the director ceases service as a director.

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.

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