

Gogo Inc.
Form 4
November 19, 2015

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)
11/17/2015

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 | 11/17/2015 | | G | V 11,704 D \$ 0 | 807,978 <u>(1)</u> | I <u>(2)</u> | By Trust |
| Common Stock | 11/17/2015 | | J ⁽³⁾ | V 2,773 A \$ 0 | 810,751 <u>(1)</u> | I <u>(2)</u> | By Trust |
| Common Stock | 11/17/2015 | | J ⁽³⁾ | V 274,787 A \$ 0 | 2,756,524 <u>(4)</u> | I <u>(5)</u> <u>(6)</u> | By Trust |
| Common Stock | | | | | 1,231,791 | I <u>(6)</u> <u>(7)</u> | By Trust |
| Common Stock | | | | | 973,169 | I <u>(6)</u> <u>(8)</u> | By Trust |

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| | | | |
|--------------|--------------|------------|-----------|
| Common Stock | 639,461 | I (6) (9) | By Trust |
| Common Stock | 736,411 (10) | I (6) (11) | By Trusts |
| Common Stock | 11,596,425 | I (6) (12) | By LLCs |
| Common Stock | 139,536 | I (6) (13) | By LLC |
| Common Stock | 21,299 | I (6) (14) | By Trusts |
| Common Stock | 4,980 | I (6) (15) | By LLC |

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.

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(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 (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| THORNE OAKLEIGH 1250 N. ARLINGTON HEIGHTS ROAD STE 500 ITASCA, IL 60143 | X | X | | |
| | | | X | |

Thorndale Farm LLC
 63 FRONT STREET
 MILLBROOK, NY 12545

Signatures

| | |
|--|------------|
| /s/ Oakleigh Thorne | 11/19/2015 |
| **Signature of Reporting Person | Date |
| Thorndale Farm, LLC By: /s/ Oakleigh Thorne, Chief Executive Officer | 11/19/2015 |
| **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) Reflects receipt of shares in connection with a pro rata distribution from Blumenstein/Thorne Information Partners I, L.P., exempt under Rule 16a-9 and transfer of shares from Oakleigh B. Thorne 2013 2-Year Annuity Trust, exempt under Rule 16a-13.

Reflects shares 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 shares for purposes of Section 16 or for any other purpose.
- (2) Receipt of shares in connection with a pro rata distribution from Blumenstein/Thorne Information Partners II, L.P., exempt under Rule 16a-9.
- (3) Reflects receipt of shares in connection with a pro rata distribution from Blumenstein/Thorne Information Partners I, L.P., exempt under Rule 16a-9.

Reflects shares 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 shares for purposes of Section 16 or for any other purpose.
- (4) Certain of the entities for which shares are reported on this report and certain other entities that hold the issuer's shares 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 shares 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 shares for purposes of Section 16 or for any other purpose.
- (5) Reflects shares held by the Oakleigh L. Thorne Trust Under Agreement dated 12/15/76. 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 shares for purposes of Section 16 or for any other purpose.
- (6) Reflects shares 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 shares for purposes of Section 16 or for any other purpose.
- (7) Reflects shares 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 shares for purposes of Section 16 or for any other purpose.
- (8) Reflects transfers of shares exempt under Rule 16a-13.
- (9) Reflects shares held by the Oakleigh B. Thorne November 2013 3-Year Annuity Trust, Oakleigh B. Thorne May 2014 2-Year Annuity Trust, Oakleigh B. Thorne August 2014 2-Year Annuity Trust, Oakleigh B. Thorne October 2014 2-Year Annuity Trust, Oakleigh B. Thorne May 2015 2-Year Annuity Trust, Oakleigh B. Thorne October 2015 2-Year Annuity Trust and Oakleigh Revocable Trust.
- (10)

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(12) Reflects shares 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 shares for purposes of Section 16 or for any other purpose.

(13) Reflects shares held by OAP, LLC. Mr. Thorne, as the managing member of OAP, LLC, may be deemed to have beneficial ownership of the shares held by OAP, 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 shares for purposes of Section 16 or for any other purpose.

(14) Reflects shares held by the Thorne OHT 1995 Trust, of which Mr. Thorne's son is a beneficiary, and shares held by the Thorne KFT 1997 Trust, of which Mr. Thorne's daughter is a beneficiary. 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 shares for purposes of Section 16 or for any other purpose.

(15) Reflects shares held by Option 1, LLC. Mr. Thorne is the managing member and Mr. Thorne's spouse is the majority member. Mr. Thorne, as the managing member of Option 1, LLC and the spouse of the majority member of Option 1, LLC, may be deemed to have beneficial ownership of the shares held by Option 1, 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 shares for purposes of Section 16 or for any other purpose.

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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