Gogo Inc. Form 5 February 16, 2016

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer ELDIFRAWI ASH A Symbol Gogo Inc. [GOGO] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X \_ Officer (give title Other (specify 12/31/2015 below) below) 111 N. CANAL STREET, STE 1500 EVP and CCO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) CHICAGO, Â ILÂ 60606 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Transaction (A) or Disposed of Securities Form: Direct Indirect Execution Date, if (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or 4) Amount (D) Price Common Â Â 05/28/2015 F4 1.088 21,612 D Stock (1) Persons who respond to the collection of information **SEC 2270** Reminder: Report on a separate line for each class of contained in this form are not required to respond unless securities beneficially owned directly or indirectly. (9-02)

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

the form displays a currently valid OMB control number.

#### Edgar Filing: Gogo Inc. - Form 5

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5.         | 6. Date Exer     | cisable and | 7. Title and     | 8. Price of |
|-------------|-------------|---------------------|--------------------|-------------|------------|------------------|-------------|------------------|-------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | Number     | Expiration D     | ate         | Amount of        | Derivative  |
| Security    | or Exercise |                     | any                | Code        | of         | (Month/Day/Year) |             | Underlying       | Security    |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Derivativ  | e                |             | Securities       | (Instr. 5)  |
|             | Derivative  |                     |                    |             | Securities | ties             |             | (Instr. 3 and 4) |             |
|             | Security    |                     |                    |             | Acquired   |                  |             |                  |             |
|             | •           |                     |                    |             | (A) or     |                  |             |                  |             |
|             |             |                     |                    |             | Disposed   |                  |             |                  |             |
|             |             |                     |                    |             | of (D)     |                  |             |                  |             |
|             |             |                     |                    |             | (Instr. 3, |                  |             |                  |             |
|             |             |                     |                    |             | 4, and 5)  |                  |             |                  |             |
|             |             |                     |                    |             | (A) (D)    | D. (             | E           | TT:41 A          |             |
|             |             |                     |                    |             | (A) (D)    | Date             | *           | Title Amount     |             |
|             |             |                     |                    |             |            | Exercisable      | Date        | or               |             |
|             |             |                     |                    |             |            |                  |             | Number           |             |
|             |             |                     |                    |             |            |                  |             | of               |             |
|             |             |                     |                    |             |            |                  |             | Shares           |             |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |             |       |  |  |
|---|---------------|-----------|-------------|-------|--|--|
| coporting of more standers and acceptance                             | Director      | 10% Owner | Officer     | Other |  |  |
| ELDIFRAWI ASH A<br>111 N. CANAL STREET, STE 1500<br>CHICAGO, IL 60606 | Â             | Â         | EVP and CCO | Â     |  |  |

# **Signatures**

/s/ Margee Elias, Attorney-in-Fact for Ash A. ElDifrawi

02/16/2016

\*\*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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2