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Gogo Inc.												
Form 4	_											
June 28, 2016	5											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL				
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287				
Check this box										Expires:	January 31,	
if no longer subject to STATEMENT OF CHAN				GES IN BENEFICIAL OW				LOW	NERSHIP OF	Estimated	2005 average	
Section 10		SECU	SECURITIES					burden hou				
Form 4 or							_			response	0.5	
Form 5 obligation	-	•						-	ge Act of 1934,			
may conti				•		•	- ·		f 1935 or Sectio	n		
<i>See</i> Instru 1(b).	ction	30(h)	of the Inv	vestmen	it C	ompany	y Act	of 19	40			
(Print or Type R	esponses)											
				2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Gogo In	Gogo Inc. [GOGO]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction			(Check an applicable)					
(Month/			(Month/D	onth/Day/Year)					Director 10% Owner			
111 N. CAN	AL STREET,	, STE 1500	06/24/20)16					X Officer (give below) E	e title Oth below) VP and CCO	er (specify	
			4. If Amer	If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)					Applicable Line)			
CHICAGO,	IL 60606								_X_ Form filed by 0 Form filed by M Person	One Reporting Po More than One Ro		
(City)	(State)	(Zip)			-							
(eng)	(State)	(Zip)	Table	e I - Non-	Der	rivative S	securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of									5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Y	n Date, if TransactionAcquired (A) or Code Disposed of (D)						Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(1150.5)		any (Month/	Day/Year) (Instr. 8) (Instr. 3, 4 and 5)					Owned		Ownership		
									Following	(Instr. 4)	(Instr. 4)	
							(A)		Reported Transaction(s)			
							or		(Instr. 3 and 4)			
C				Code	V	Amount	(D)	Price	(
Common Stock (1)	06/24/2016			А		8,200	А	\$0	28,087	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 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)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Sl
Performance Restricted Stock Units	(2)	06/24/2016		А	884	(3)	(3)	Common Stock	8
Performance Restricted Stock Units	(2)	06/24/2016		А	1,716	<u>(4)</u>	(4)	Common Stock	1,7
Options (Right to Buy)	\$ 8.37	06/24/2016		А	64,600	(5)	06/24/2026	Common Stock	64,
Performance Options (Right to Buy)	\$ 8.37	06/24/2016		А	6,868	<u>(6)</u>	06/24/2026 <u>(6)</u>	Common Stock	6,8
Performance Options (Right to Buy)	\$ 8.37	06/24/2016		A	13,332	<u>(7)</u>	06/24/2026 <u>(7)</u>	Common Stock	13,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ELDIFRAWI ASH A 111 N. CANAL STREET, STE 1500 CHICAGO, IL 60606			EVP and CCO				
Signatures							
/s/ Margee Elias, Attorney-in-Fact for ElDifrawi	Ash A.		06/28/2015				
**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) Includes restricted shares.

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(2) Each performance restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.

The performance restricted stock units vest and are settled when they have both time vested and performance vested as follows: (i) the performance restricted stock units time vest in equal annual installments on the first four anniversaries of May 26, 2016 (subject to continued employment with the Company) and (ii) the performance restricted stock units performance vest at such time, if any, as the per

(3) Continued employment with the Company) and (ii) the performance restricted stock units performance vest at such time, if any, as the performance vest at such time, as the performance vest at such time, as the performance vest at such time, if any, as the performance vest at such time, as the perfor

The performance restricted stock units vest and are settled when they have both time vested and performance vested as follows: (i) the performance restricted stock units time vest in equal annual installments on the first four anniversaries of May 26, 2016 (subject to

- (4) continued employment with the Company) and (ii) the performance restricted stock units performance vest at such time, if any, as the per share closing price of the Company's common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of May 26, 2016 equals or exceeds \$28 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by May 26, 2020 shall be forfeited.
- (5) These options were granted on June 24, 2016 and are scheduled to vest and become exercisable in four equal annual installments on the first four anniversaries of May 26, 2016, subject to continued employment with the Company.

The performance options vest and become exercisable when they have both time vested and performance vested as follows: (i) the performance options time vest in equal annual installments on the first four anniversaries of May 26, 2016 (subject to continued

(6) employment with the Company) and (ii) the performance options performance vest at such time, if any, as the per share closing price of the Company's common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of May 26, 2016 equals or exceeds \$21 for a period of 30 consecutive trading days. Any performance option that has not performance vested by May 26, 2020 shall be forfeited.

The performance options vest and become exercisable when they have both time vested and performance vested as follows: (i) the performance options time vest in equal annual installments on the first four anniversaries of May 26, 2016 (subject to continued employment with the Company) and (ii) the performance options performance vest at such time, if any, as the per share closing price of

(7) the Company's common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of May 26, 2016 equals or exceeds \$28 for a period of 30 consecutive trading days. Any performance option that has not performance vested by May 26, 2020 shall be forfeited.

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.