Gogo Inc. Form 4 August 16, 2016

## 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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* Payne Christopher D

(First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

Gogo Inc. [GOGO]

3. Date of Earliest Transaction

(Month/Day/Year)

111 N. CANAL STREET, STE 1500 08/12/2016

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Applicable Line)

X\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

Person

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

Issuer

below)

CHICAGO, IL 60606

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

Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

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

or

Owned Following Reported Transaction(s)

Beneficially

5. Amount of

Securities

(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 SEC 1474 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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if

5. Number of 4. TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or

#### Edgar Filing: Gogo Inc. - Form 4

|   | Derivative<br>Security | 1          |      |   |               |     |                     |                    |                 |                                       |
|---|------------------------|------------|------|---|---------------|-----|---------------------|--------------------|-----------------|---------------------------------------|
|   |                        |            | Code | V | (A)           | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amour<br>or<br>Number<br>of<br>Shares |
| 3.75%<br>Senior<br>Convertible<br>Notes due | \$ 23.85               | 08/12/2016 | Р    |   | \$<br>130,000 |     | <u>(1)</u>          | 03/01/2020         | Common<br>Stock | 5,451<br>(2)                          |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| Topotoning of the real terms o | Director      | 10% Owner | Officer | Other |  |  |  |
| Payne Christopher D<br>111 N. CANAL STREET, STE 1500<br>CHICAGO, IL 60606  | X             |           |         |       |  |  |  |

## **Signatures**

2020

/s/ Margee Elias, Attorney-in-Fact for Christopher D.
Payne

08/16/2016

\*\*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) The 3.75% senior convertible notes due 2020 become convertible on December 1, 2019 or earlier upon certain events.
- (2) The 3.75% senior convertible notes due 2020 are convertible into common stock at a conversion price equal to \$23.85 per share of the issuer's common stock, subject to adjustment in certain events.
- (3) Represents the aggregate purchase price for the 3.75% senior convertible notes due 2020.

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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