Gogo Inc. Form 4/A January 26, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SMAGLEY NORMAN			Symbol Gogo Inc. [GOGO]					Issuer			
(Last)	(First)	(Middle)	Gogo Inc. [GOGO] 3. Date of Earliest Transaction					(Check all applicable)			
			(Month/Day/Year)					Director		Owner	
111 N. CANAL STREET, STE 1500			05/26/2016					_X_ Officer (give title Other (specify below) EVP and CFO			
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person					
CHICAGO,	05/31/2016					Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	emed on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3,	4 and (A) or	d of	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)	
Common Stock	05/28/2016			F	544 <u>(1)</u>	, í	\$ 11.2	16,409 <u>(1)</u>	D		
Common Stock	05/28/2016			J(2)	175	A	\$ 11.2	16,584	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	xpiration Date		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
						Exercisable Date	Title Number of				
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

SMAGLEY NORMAN

111 N. CANAL STREET, STE 1500 EVP and CFO

CHICAGO, IL 60606

Signatures

/s/ Margee Elias, Attorney-in-Fact for Norman 01/26/2017 Smagley

> **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).
- Corrects an error in the number of shares withheld for taxes and the amount of securities beneficially owned following such transaction in **(1)** the reporting person's original Form 4.
- Reflects receipt of shares from the reporting person's ex-wife for reimbursement of taxes on restricted stock pursuant to a domestic relations order, not included in the original filing.

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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