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Gogo Inc. Form 4											
March 16, 20	017										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
	UNITED	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-0287			
Check thi if no long subject to Section 14 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed pur Section 17(TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, etion 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							January 31, 2005 average Jrs per . 0.5		
(Print or Type R	(esponses)										
(F)										
1. Name and Address of Reporting Person <u>*</u> Bayer Michael P.			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer					
			Gogo Inc. [GOGO]				(Check all applicable)				
(Last) (First) (Middle) 111 N. CANAL STREET, STE 1500			3. Date of Earliest Transaction(Month/Day/Year)03/14/2017			Director 10% Owner X Officer (give title Other (specify below) below) SVP, Controller & CAO					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person					
CHICAGO,	IL 60606						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Rep	ort on a separate line	for each cl	ass of sec	urities bene	ficially own	ed directly	or indirectly				
Kennider, Kep	er on a separate find				Perso inform requir	ns who res ation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

 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. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Sl
Restricted Stock Units	<u>(1)</u>	03/14/2017		А	2,910		(2)	(2)	Common Stock	2,9
Options (Right to Buy)	\$ 11.96	03/14/2017		А	23,000		(3)	03/14/2027	Common Stock	23,
Performance Options (Right to Buy)	\$ 11.96	03/14/2017		A	7,710		<u>(4)</u>	03/14/2027 <u>(4)</u>	Common Stock	7,7
Performance Restricted Stock Units	<u>(1)</u>	03/14/2017		А	930		(5)	(5)	Common Stock	9:

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Bayer Michael P. 111 N. CANAL STREET, STE 1500 CHICAGO, IL 60606			SVP, Controller & CAO			
Signatures						
/s/ Margee Elias, Attorney-in-Fact for Bayer	Michael F).	03/16/2017			

**Signature of Reporting Person

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).

Date

- (1) 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.
- (2) These restricted stock units vest in four equal installments on the first four anniversaries of March 14, 2017, subject to continued employment with the Company.
- (3) These options were granted on March 14, 2017 and are scheduled to vest and become exercisable in four equal annual installments on the first four anniversaries of the grant date, subject to continued employment with the Company.
- (4) 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 March 14, 2017 and (ii) the performance options performance vest at such time, if any, as the per share closing price of Gogo common stock on the NASDAQ market during the

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period beginning on the grant date and ending on the fourth anniversary of March 14, 2017 equals or exceeds \$25 for a period of 30 consecutive trading days. Any performance option that has not performance vested by March 14, 2021 shall be forfeited.

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 March 14, 2017 and (ii) the performance restricted stock units performance vest at such time, if any, as the per share closing price of Gogo common stock on the

(5) NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of March 14, 2017 equals or exceeds \$25 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by March 14, 2021 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.