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Jackson Karen Form 4										
February 20, 20	18									
FORM 4			CECU						PPROVAL	
Washington, D.C. 20549							2 COMMISSIO	N OMB Number:	3235-0287	
Check this bo if no longer								Expires:	January 31 2005	
subject to Section 16. Form 4 or		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated burden hou response	average urs per	
Form 5 obligations may continue <i>See</i> Instructio 1(b).	Section 17(a) of the l	Public U	tility Hol	ding Con		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Resp	onses)									
1. Name and Address of Reporting Person <u>*</u> Jackson Karen			2. Issuer Name and Ticker or Trading Symbol Gogo Inc. [GOGO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Ché	еск ап аррпсаві	e)	
111 N. CANAL STREET, STE 1500			(Month/Day/Year) 02/17/2018				Director 10% Owner X Officer (give title Other (specify below) below) SVP, Human Resources			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
CHICAGO, IL	60606						Person	whole than one R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)		Date, if	Code (Instr. 8)	4. Securiti onAcquired (Disposed ((Instr. 3, 4)	(A) or of (D)	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)	
Reminder: Report o	n a senarate line	for each cl	ass of sec				or indirectly			
					Person inform require	ns who restation cont ed to resp ys a curre	spond to the colle tained in this forn 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	Transacti	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 Dispos (D) (Instr. 3, - and 5)	sed of				
				Code Y	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Sl
Restricted Stock Units	(1)	02/17/2018		А	2,925		(2)	(2)	Common Stock	2,9
Options (Right to Buy)	\$ 10.23	02/17/2018		А	19,575		(3)	02/17/2028	Common Stock	19,
Performance Restricted Stock Units	<u>(4)</u>	02/17/2018		А	975		(5)	(5)	Common Stock	9'
Performance Options (Right to Buy)	\$ 10.23	02/17/2018		А	6,525		<u>(6)</u>	02/17/2028 <u>(6)</u>	Common Stock	6,5

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Jackson Karen 111 N. CANAL STREET, STE 1500 CHICAGO, IL 60606			SVP, Human Resources				
Signatures							
/s/ Margee Elias, Attorney-in-Fact for H Jackson	Karen	0	2/20/2018				

**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) Each 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 February 17, 2018, subject to continued employment with the Company.
- (3) These options were granted on February 17, 2018 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) 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.

(5)

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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 February 17, 2018 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 NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of February 17, 2018 equals or exceeds \$25 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by February 17, 2022 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 February 17, 2018 and (ii) the performance

(6) options performance vest at such time, if any, as the per share closing price of Gogo common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of February 17, 2018 equals or exceeds \$25 for a period of 30 consecutive trading days. Any performance option that has not performance vested by February 17, 2022 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.