Elias Marguerite M Form 4 March 12, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Elias Marguerite M

111 N. CANAL STREET, STE 1500

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Gogo Inc. [GOGO]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

03/10/2019 below)

below) EVP, Gen Counsel and Secy

(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

Person

CHICAGO, IL 60606

(City) (State) (Zip)

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

1. Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A)

Reported Transaction(s) (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 (9-02)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

any

4. 5. Number of **Transaction**Derivative Securities Code

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

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or Dispo (D)	(Instr. 3, 4,				
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Restricted Stock Units	<u>(1)</u>	03/10/2019		A	35,050)	(2)	(2)	Common Stock	35,
Options (Right to Buy)	\$ 4.57	03/10/2019		A	60,550)	(3)	03/10/2029	Common Stock	60,
Performance Restricted Stock Units	<u>(4)</u>	03/10/2019		A	11,700)	<u>(5)</u>	<u>(5)</u>	Common Stock	11,
Performance Options (Right to Buy)	\$ 4.57	03/10/2019		A	20,200		<u>(6)</u>	03/10/2029(6)	Common Stock	20,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Elias Marguerite M 111 N. CANAL STREET, STE 1500 CHICAGO, IL 60606

EVP, Gen Counsel and Secy

Signatures

Marguerite M.

Elias 03/12/2019

**Signature of Date 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).
- (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 March 10, 2019, subject to continued employment with the Company.
- (3) These options were granted on March 10, 2019 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.

Reporting Owners 2

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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 March 10, 2019 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 March 10, 2019 equals or exceeds \$6.50 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by March 10, 2023 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 March 10, 2019 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 March 10, 2019 equals or exceeds \$6.50 for a period of 30 consecutive trading days. Any performance option that has not performance vested by March 10, 2023 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.