

THORNE OAKLEIGH
Form 4
October 03, 2017

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
Thorndale Farm LLC

2. Issuer Name and Ticker or Trading Symbol
Gogo Inc. [GOGO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2017

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

63 FRONT STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MILLBROOK, NY 12545

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 25,450,823 ⁽¹⁾ ₍₂₎ | I ⁽¹⁾ ₍₂₎ | By LLC |
| Common Stock | | | | | 139,536 ⁽³⁾ | I ⁽³⁾ | By LLC |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Thorndale Farm LLC 63 FRONT STREET MILLBROOK, NY 12545 | | X | | |
| THORNE OAKLEIGH 63 FRONT STREET MILLBROOK, NY 12545 | X | X | | |

Signatures

| | |
|--|------------|
| Thorndale Farm, L.L.C., By: /s/ Oakleigh Thorne, Chief Executive Officer | 10/03/2017 |
| __Signature of Reporting Person | Date |
| /s/ Oakleigh Thorne | 10/03/2017 |
| __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).
- This form is not being filed to report a sale or other transaction, but for informational purposes only. On October 1, 2017, in connection with the long-term estate planning of Oakleigh Thorne and his family, certain trusts and other entities affiliated with Oakleigh Thorne and
- (1) Thorndale Farm, L.L.C. contributed their directly held shares of common stock to a newly created entity, Thorndale Farm Gogo, LLC, in exchange for a pro rata share of the equity interests in Thorndale Farm Gogo, LLC. As a result, Thorndale Farm, L.L.C. no longer may be deemed to have beneficial ownership over any shares of common stock.
 - (2) Reflects shares of common stock held directly by Thorndale Farm Gogo, LLC. Thorndale Farm, Inc. is the managing member of Thorndale Farm Gogo, LLC. Mr. Thorne, as the chief executive officer of Thorndale Farm, Inc., may be deemed to have beneficial ownership of the shares of common stock held by Thorndale Farm Gogo, LLC. Mr. Thorne disclaims beneficial ownership of such shares of common stock except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that Mr. Thorne is a beneficial owner of such shares of common stock for purposes of Section 16 or for any other purpose.
 - (3) Reflects shares of common stock held directly by OAP, LLC. Mr. Thorne, as the managing member of OAP, LLC, may be deemed to have beneficial ownership of the shares of common stock held by OAP, LLC. Mr. Thorne disclaims beneficial ownership of such shares

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of common stock except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that Mr. Thorne is a beneficial owner of such shares of common stock for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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