Gogo Inc. Form 4 May 30, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires: 2005 Estimated average

> 10% Owner Other (specify

> > 7. Nature of

Ownership

(Instr. 4)

Indirect

January 31,

0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, Controller and CAO

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

Issuer

below)

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

5. Amount of

Securities

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

Check this box if no longer subject to Section 16.

Form 4 or Form 5 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 *

McShane Thomas E

(Last) (First) (Middle)

1250 N. ARLINGTON HEIGHTS

ROAD, STE 500

(Street)

3.

2. Issuer Name and Ticker or Trading

Symbol

Gogo Inc. [GOGO]

3. Date of Earliest Transaction

(Month/Day/Year) 05/28/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

Person

(City) (State)

ITASCA, IL 60143

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

(Zip)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

4. Securities

Following Reported (A) 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

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if any

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

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Edgar Filing: Gogo Inc. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 17.68	05/28/2014		A		16,000		<u>(1)</u>	05/28/2024	Common Stock	16,000
Restricted Stock Units	(2)	05/28/2014		A		7,200		(2)	(2)	Common Stock	7,200

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

McShane Thomas E 1250 N. ARLINGTON HEIGHTS ROAD, STE 500 ITASCA, IL 60143

VP, Controller and CAO

Signatures

/s/ Margee Elias, Attorney-in-Fact for Thomas E.

McShane

05/30/2014

**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) These options were granted on May 28, 2014 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.
- Each restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in (2) cash. The restricted stock units will vest in four equal annual installments on the first four anniversaries of the grant date, subject to continued employment with the Company, and will be settled upon vesting.

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.

Reporting Owners 2