

Gogo Inc.  
Form 4  
September 02, 2016

**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 \*  
**WADE JOHN**

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)  
111 N. CANAL STREET, STE 1500

3. Date of Earliest Transaction (Month/Day/Year)  
08/31/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and COO

(Street)  
CHICAGO, IL 60606

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

(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)
			Code	V	Amount	(D)	Price
Common Stock <sup>(1)</sup>	08/31/2016		A		2,500	A	\$ 0 30,007
						D	

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)**



## Edgar Filing: Gogo Inc. - Form 4

(2) These options were granted on August 31, 2016 and are scheduled to vest and become exercisable in four equal annual installments on the first four anniversaries of May 26, 2016, subject to continued employment with the Company.

(3) 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.

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 May 26, 2016 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

(4) NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of May 26, 2016 equals or exceeds \$21 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by May 26, 2020 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 May 26, 2016 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 May 26, 2016 equals or exceeds \$28 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by May 26, 2020 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 May 26, 2016 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 May 26, 2016 equals or exceeds \$21 for a period of 30 consecutive trading days. Any performance option that has not performance vested by May 26, 2020 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 May 26, 2016 and (ii) the performance

(7) 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 May 26, 2016 equals or exceeds \$28 for a period of 30 consecutive trading days. Any performance option that has not performance vested by May 26, 2020 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.

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