

Gogo Inc.
Form 4
June 28, 2013

FORM 4

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

OMB APPROVAL

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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 *
TOWNSEND CHARLES C

(Last) (First) (Middle)

1250 N. ARLINGTON HEIGHTS ROAD, STE 500

(Street)

ITASCA, IL 60143

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V Amount or Price				
Common Stock	06/26/2013		C	1,586,294.85	A \$ 8.5 (2) (3)	1,586,294.85	I	By LLC (1)
Common Stock	06/26/2012		C	34,050.87	D \$ 9.7087	1,620,345.72	I	By LLC (1)
Common Stock	06/26/2013		D(6)	0.72	D \$ 17	1,620,345	I	By LLC (1)

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

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number.

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

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Senior Convertible Preferred Stock	\$ 8.5 ⁽²⁾ / ₍₃₎	06/26/2013		C	1,106.54	<u>(2)</u> (3)	<u>(2)</u> (3)	Common Stock	1,586, <u>(2)</u>
Class A Senior Convertible Preferred Stock	\$ 9.7087	06/26/2012		D	29.36	06/30/2011	<u>(4)</u> (5)	Common Stock	34,050 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TOWNSEND CHARLES C
1250 N. ARLINGTON HEIGHTS ROAD, STE 500
ITASCA, IL 60143

X

Signatures

/s/ Margee Elias, Attorney-in-Fact for Charles C. Townsend

06/28/2013

__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) Shares are held directly by PAC LLC.

Reflects mandatory conversion of 1,135.9 shares of Class A Senior Convertible Preferred Stock, of which 775 shares were issued on December 31, 2009, 287.5 shares were issued on July 1, 2010 and 44.04 shares were issued on January 28, 2011, into shares of common stock upon consummation of the issuer's initial public offering. The shares of Class A Senior Convertible Preferred Stock converted into a number of shares of common stock equal to (i) the applicable stated capital of each share of Class A Senior Convertible Preferred Stock multiplied by (ii) 2 and divided by (iii) \$17.00, the IPO price.

(3)

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The Class A Senior Convertible Preferred Stock was entitled to dividends accrued through the consummation of the issuer's initial public offering, which have been satisfied by increasing the applicable stated capital. Shares issued on conversion reflects accrued dividends added to stated capital and other adjustments. Fractional shares of common stock are settled in cash. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance and had no expiration date.

- (4) Each share of Class A Senior Convertible Preferred Stock issued on June 30, 2011 mandatorily converted to shares of common stock upon consummation of the issuer's initial public offering. The shares converted into a number of shares of common stock equal to the applicable stated capital of each share Class A Senior Convertible Preferred Stock divided by the Conversion Price.

- (5) The Class A Senior Convertible Preferred Stock was entitled to dividends accrued through the consummation of the issuer's initial public offering, which have been satisfied by increasing the applicable stated capital. Shares issued on conversion reflects accrued dividends added to stated capital. Fractional shares of common stock are settled in cash. The shares of Class A Senior Convertible Preferred Stock were convertible upon issuance and had no expiration date.

- (6) Represents fractional shares of common stock settled in cash.

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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