

THORNE OAKLEIGH
Form 4
March 06, 2019

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 *
THORNE OAKLEIGH

(Last) (First) (Middle)

63 FRONT STREET, P.O BOX 258

(Street)

MILLBROOK, NY 12545

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2019

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)
President and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/04/2019 | | M | 3,313 A \$4.53 | 3,313 | D | |
| Common Stock | 03/04/2019 | | F | 1,465 D \$4.53 | 1,848 | D | |
| Common Stock | | | | | 25,924,803 (2) (3) | I (2) (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)

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (1) | 03/04/2019 | | M | 3,313 | (4) (4) | Common Stock | 3,313 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THORNE OAKLEIGH 63 FRONT STREET, P.O BOX 258 MILLBROOK, NY 12545 | X | X | President and CEO | |

Signatures

/s/ Margee Elias, Attorney-in-Fact for Oakleigh Thorne
 03/06/2019
 **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) Restricted stock units convert into common stock on a one-for-one basis.
 Reflects 25,785,267 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, Inc. 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 139,536 shares of common stock held directly by OAP, LLC. As the managing member of OAP, LLC, Mr. Thorne may be deemed to have beneficial ownership of the shares of common stock held by OAP, LLC. Mr. Thorne disclaims beneficial ownerships of such shares of common stock except to the extent of any pecuniary interest 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.
- (4)

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On March 4, 2018, the reporting person was granted 13,250 restricted stock units, vesting in four equal annual installments on the first four anniversaries of March 4, 2018.

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.