

Gogo Inc.
Form 4
May 02, 2016

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)

111 N. CANAL STREET

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2016

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 | (A) or (D) | Price | | |
| Common Stock | 04/29/2016 | | J ⁽¹⁾ | | 11,596,425 | D | \$ 0 0 | I ⁽¹⁾ | By LLCs |
| Common Stock | 04/29/2016 | | J ⁽²⁾ | | 1,865,382 | A | \$ 0 2,838,551 | I ⁽³⁾ ⁽⁴⁾ | By Trust |
| Common Stock | 04/29/2016 | | J ⁽⁵⁾ | | 406,012 | A | \$ 0 1,637,803 | I ⁽⁴⁾ ⁽⁶⁾ | By Trust |
| Common Stock | 04/29/2016 | | J ⁽²⁾ | | 454,072 | A | \$ 0 454,072 | I ⁽⁴⁾ ⁽⁷⁾ | By Trust |
| Common Stock | 04/29/2016 | | J ⁽²⁾ | | 453,678 | A | \$ 0 453,678 | I ⁽⁴⁾ ⁽⁸⁾ | By Trust |
| Common Stock | 04/29/2016 | | J ⁽⁵⁾ | | 64,267 | A | \$ 0 800,678 | I ⁽⁴⁾ ⁽⁹⁾ | By Trusts |

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| | | | | | | | | | |
|--------------|------------|-------------------|---------|---|------|-----------|----------------------------------|--|-----------|
| Common Stock | | | | | | | | | |
| Common Stock | 04/29/2016 | J ⁽¹⁰⁾ | 316,001 | A | \$ 0 | 1,126,752 | I ⁽⁴⁾ ⁽¹¹⁾ | | By Trust |
| Common Stock | 04/29/2016 | J ⁽²⁾ | 495,845 | A | \$ 0 | 495,845 | I ⁽⁴⁾ ⁽¹²⁾ | | By LLC |
| Common Stock | | | | | | 2,756,524 | I ⁽⁴⁾ ⁽¹³⁾ | | By Trust |
| Common Stock | | | | | | 639,461 | I ⁽⁴⁾ ⁽¹⁴⁾ | | By Trust |
| Common Stock | | | | | | 139,536 | I ⁽⁴⁾ ⁽¹⁵⁾ | | By LLC |
| Common Stock | | | | | | 21,299 | I ⁽⁴⁾ ⁽¹⁶⁾ | | By Trusts |
| Common Stock | | | | | | 4,980 | I ⁽⁴⁾ ⁽¹⁷⁾ | | By LLC |

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

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(9-02)

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

THORNE OAKLEIGH
111 N. CANAL STREET X X
CHICAGO, IL 60606

Thorndale Farm LLC
63 FRONT STREET X
MILLBROOK, NY 12545

Signatures

/s/ Oakleigh Thorne 05/02/2016
 **Signature of Reporting Person Date

Thorndale Farm, L.L.C. By: /s/ Oakleigh Thorne, Chief Executive Officer 05/02/2016
 **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) Reflects shares previously held by TACA (Thorne) LLC and TACA II (Thorne) LLC prior to the pro rata distributions of shares to their members as described below. The sole managing member of both TACA (Thorne) LLC and TACA II (Thorne) LLC is OTAC (Thorne) LLC. Mr. Thorne resigned as the manager of OTAC (Thorne) LLC on April 29, 2016 and, as a result, may no longer be deemed to have beneficial ownership of the shares held by TACA (Thorne) LLC and TACA II (Thorne) LLC. The distributions and other events reported herein were effected solely in connection with the long-term estate planning of Mr. Thorne and his family. No shares were purchased or sold in connection with these distributions and none of the transfers was effected in the open market.
 - (2) Receipt of shares in connection with a pro rata distribution from TACA (Thorne) LLC and TACA II (Thorne) LLC exempt under Rule 16a-9.
 Reflects shares held by the Oakleigh L. Thorne Trust Under Agreement FBO Oakleigh B. Thorne. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
 - (4) Certain of the entities for which shares are reported on this report and certain other entities that hold the issuer's shares have entered into a service agreement with Thorndale Farm, L.L.C., of which Mr. Thorne is the Chief Executive Officer. As such, Thorndale Farm, L.L.C. and Mr. Thorne may be deemed to have beneficial ownership of the shares held by such entities. Thorndale Farm, L.L.C. and Mr. Thorne disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that either Thorndale Farm, L.L.C. or Mr. Thorne is a beneficial owner of such shares for purposes of Section 16 or for any other purpose.
 - (5) Receipt of shares in connection with a pro rata distribution from TACA II (Thorne) LLC exempt under Rule 16a-9.
 Reflects shares held by the Oakleigh L. Thorne Trust Under Agreement dated 12/15/76. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
 - (7) Reflects shares held by the Bertha P. Thorne Trust Under Will dated 12/23/1970 FBO Oakleigh B. Thorne. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
 - (8) Reflects shares held by the Thorne GST. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
 - (9) Reflects shares held by the Oakleigh B. Thorne May 2014 2-Year Annuity Trust, the Oakleigh B. Thorne August 2014 2-Year Annuity Trust, the Oakleigh B. Thorne October 2014 2-Year Annuity Trust, the Oakleigh B. Thorne May 2015 3-Year Annuity Trust, the Oakleigh B. Thorne October 2015 2-Year Annuity Trust and the Oakleigh B. Thorne February 2016 2-Year Annuity Trust.

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- (10) Receipt of shares in connection with a pro rata distribution from TACA (Thorne) LLC exempt under Rule 16a-9.
- Reflects shares held by the 2005 Restatement of the Oakleigh Thorne Trust dated June 23, 1997. Mr. Thorne, as trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (11)
- Reflects shares held by Thorndale Co-Investment Holdco, LLC. Mr. Thorne, as the managing member of Thorndale Co-Investment Holdco, LLC, may be deemed to have beneficial ownership of the shares held by Thorndale Co-Investment Holdco, LLC. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (12)
- Reflects shares held by the Trust Under Will of O.L. Thorne FBO Oakleigh B. Thorne. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (13)
- Reflects shares held by the Oakleigh B. Thorne Dynasty Trust 2011. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (14)
- Reflects shares held by OAP, LLC. Mr. Thorne, as the managing member of OAP, LLC, may be deemed to have beneficial ownership of the shares held by OAP, LLC. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (15)
- Reflects shares held by the Oakleigh Hewson Thorne 1995 Trust, of which Mr. Thorne's son is a beneficiary, and shares held by the Kathryn Fitzsimons Thorne 1997 Trust, of which Mr. Thorne's daughter is a beneficiary. Mr. Thorne, as the trustee of the foregoing trusts, may be deemed to have beneficial ownership of the shares held by the trusts. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (16)
- Reflects shares held by Option 1, LLC. Mr. Thorne is the managing member and Mr. Thorne's spouse is the majority member. Mr. Thorne, as the managing member of Option 1, LLC and the spouse of the majority member of Option 1, LLC, may be deemed to have beneficial ownership of the shares held by Option 1, LLC. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (17)

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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