

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 *
MUNDHEIM ROBERT H

(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	(A) or (D)	Price
Common Stock	06/26/2013		C		11,422.23	A	\$ 8.5 ⁽¹⁾ / ₍₂₎
Common Stock	06/26/2013		C		27,172.78	A	\$ 10.4369
Common Stock	06/26/2013		D ⁽⁴⁾		0.52	D	\$ 17

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 (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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Class A Senior Convertible Preferred Stock	\$ 8.5 ⁽¹⁾ / ₍₂₎	06/26/2013		C	8.01	12/31/2009 ⁽¹⁾⁽²⁾	⁽¹⁾⁽²⁾	Common Stock	11,4 ₍₁₎
Junior Convertible Preferred Stock	\$ 10.4369	06/26/2013		C	28.36	12/31/2009	⁽³⁾	Common Stock	27,1 ₍₁₎

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUNDHEIM ROBERT H 1250 N. ARLINGTON HEIGHTS ROAD, STE 500 ITASCA, IL 60143	X			

Signatures

/s/ Margee Elias, Attorney-in-Fact for Robert H. Mundheim 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) Reflects mandatory conversion of 6.09 shares of Class A Senior Convertible Preferred Stock issued on December 31, 2009 and 1.91 shares of Class A Senior Convertible Preferred Stock issued on January 28, 2011 into 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 (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.
- (2) 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 reflect accrued dividends added to stated capital and other adjustments. Fractional shares of common stock are settled in cash. The shares of Class A Senior

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Convertible Preferred Stock were convertible upon issuance and had no expiration date.

- Each share of Junior Convertible Preferred Stock was mandatorily converted to shares of common stock equal to the applicable stated capital of each share of Junior Convertible Preferred Stock divided by the Conversion Price upon consummation of the issuer's initial public offering. The Junior 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 Junior Convertible Preferred Stock were convertible upon issuance and had no expiration date.
- (3)
- (4) Represents fractional shares of common stock settled in cash.

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