

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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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 \*  
AC ACQUISITION I LLC

(Last) (First) (Middle)

C/O RIPPLEWOOD HOLDINGS L.L.C., ONE ROCKEFELLER PLAZA, 32ND FLOOR

(Street)

NEW YORK, NY 10020

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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	2,244,157.31 A \$ 8.5 <sup>(5)</sup> <sub>(6)</sub>	3,622,990.7	D <u>(1)</u> <u>(2)</u>	
Common Stock	06/26/2013		C	696,247.39 A \$ 9.7087	4,319,238.09	D <u>(1)</u> <u>(2)</u>	
Common Stock	06/26/2013		C	9,442,207.38 A \$ 9.7087	13,761,445.48	D <u>(1)</u> <u>(2)</u>	
Common Stock	06/26/2013		C	5,984,052.91 A \$ 10.4369	19,745,498.38	D <u>(1)</u> <u>(2)</u>	
Common Stock	06/26/2013		J <sup>(12)</sup>	1.38 D \$ 17	19,745,497	D <u>(1)</u> <u>(2)</u>	

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Common Stock	06/26/2013		C	845,934.17	A	\$ 8.5 <sup>(8)</sup> <u>(9)</u>	1,433,893.19	D <sup>(3)</sup> <sup>(4)</sup>
Common Stock	06/26/2013		C	262,450.17	A	\$ 9.7087	1,696,343.36	D <sup>(3)</sup> <sup>(4)</sup>
Common Stock	06/26/2013		C	3,644,262.44	A	\$ 9.7087	5,340,605.8	D <sup>(3)</sup> <sup>(4)</sup>
Common Stock	06/26/2013		C	2,553,526.17	A	\$ 10.4369	7,894,131.97	D <sup>(3)</sup> <sup>(4)</sup>
Common Stock	06/26/2013		J <sup>(12)</sup>	0.97	D	\$ 17	7,894,131	D <sup>(3)</sup> <sup>(4)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Senior Convertible Preferred Stock	\$ 8.5 <sup>(5)</sup> <u>(6)</u>	06/26/2013		C	1,626.78	<u>(5)</u> <sup>(6)</sup>	<u>(5)</u> <sup>(6)</sup>	Common Stock	2,244, <u>(5)</u>
Class A Senior Convertible Preferred Stock	\$ 9.7087	06/26/2013		C	600.36	06/30/2011	<u>(7)</u>	Common Stock	696,2 <u>(1)</u>
Class B Senior Convertible Preferred Stock	\$ 9.7087	06/26/2013		C	7,447.27	12/31/2009	<u>(10)</u>	Common Stock	9,442, <u>(1)</u>
Junior Convertible	\$ 10.4369	06/26/2013		C	6,246.4	12/31/2009	<u>(11)</u>	Common Stock	5,984, <u>(1)</u>

Preferred Stock

Class A

Senior Convertible Preferred Stock

\$ 8.5 <sup>(8)</sup>/<sub>(9)</sub>

06/26/2013

C

613.21

(8)(9)

(8)(9)

Common Stock

845,9 <sup>(8)</sup>

Class A

Senior Convertible Preferred Stock

\$ 9.7087

06/26/2013

C

226.31

06/30/2011

(7)

Common Stock

262,4 <sup>(9)</sup>

Class B

Senior Convertible Preferred Stock

\$ 9.7087

06/26/2013

C

2,874.31

12/31/2009

(10)

Common Stock

3,644, <sup>(1)</sup>

Junior

Convertible Preferred Stock

\$ 10.4369

06/26/2013

C

2,665.47

12/31/2009

(11)

Common Stock

2,553, <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AC ACQUISITION I LLC C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020		X		
AC ACQUISITION II LLC C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020		X		
COLLINS TIMOTHY C C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020	X	X		
RIPPLEWOOD PARTNERS II LP C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020		X		
Ripplewood Partners II GP, L.P. C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR		X		

NEW YORK, NY 10020

Collins Family Partners, L.P.  
 C/O RIPPLEWOOD HOLDINGS L.L.C. X  
 ONE ROCKEFELLER PLAZA, 32ND FLOOR  
 NEW YORK, NY 10020

Collins Family Partner Inc.  
 C/O RIPPLEWOOD HOLDINGS L.L.C. X  
 ONE ROCKEFELLER PLAZA, 32ND FLOOR  
 NEW YORK, NY 10020

RIPPLEWOOD PARTNERS II PARALLEL FUND LP  
 C/O RIPPLEWOOD HOLDINGS L.L.C. X  
 ONE ROCKEFELLER PLAZA, 32ND FLOOR  
 NEW YORK, NY 10020

RP II GP, LLC  
 C/O RIPPLEWOOD HOLDINGS L.L.C. X  
 ONE ROCKEFELLER PLAZA, 32ND FLOOR  
 NEW YORK, NY 10020

## Signatures

AC ACQUISITION I, LLC, By: Ripplewood Partners II, L.P., as its sole member, By: Ripplewood Partners II G.P., L.P., as its general partner, By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary 06/28/2013

\_\_Signature of Reporting Person Date

AC ACQUISITION II, LLC, By: Ripplewood Partners II Parallel Fund, L.P., as its managing member, By: Ripplewood Partners II G.P., L.P., as its general partner, By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary 06/28/2013

\_\_Signature of Reporting Person Date

/s/ Margee Elias, Attorney-in-Fact for Timothy C. Collins 06/28/2013

\_\_Signature of Reporting Person Date

Ripplewood Partners II, L.P., By: Ripplewood Partners II G.P., L.P., as its general partner, By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary 06/28/2013

\_\_Signature of Reporting Person Date

Ripplewood Partners II G.P., L.P., By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary 06/28/2013

\_\_Signature of Reporting Person Date

RP II GP, LLC, By: /s/ Christopher Minnetian, Secretary 06/28/2013

\_\_Signature of Reporting Person Date

Collins Family Partner Inc. By: /s/ Christopher Minnetian, Secretary 06/28/2013

\_\_Signature of Reporting Person Date

Ripplewood Partners II Parallel Fund LP, By: Ripplewood Partners II G.P., L.P., as its general partner, By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, 06/28/2013

Secretary

\_\_Signature of Reporting Person

Date

Collins Family Partners, L.P. By: Collins Family Partner Inc., as its general partner, By: /s/  
Christopher Minnetian, Secretary

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).

These securities are held solely by AC Acquisition LLC ("AC I"). AC I is a limited liability corporation and its sole member is Ripplewood Partners II, L.P., the general partner of which is Ripplewood Partners II GP, L.P., the general partner of which is RP II GP, LLC, the sole member of which is Collins Family Partners, L.P., which is managed by its general partner, Collins Family Partners Inc.

(1) Each of Ripplewood Partners II, L.P., Ripplewood Partners II GP, L.P., RP II GP, LLC, Collins Family Partners, L.P., and Collins Family Partners Inc. disclaims beneficial ownership of the securities owned by AC I except to the extent of its pecuniary interest. Timothy C. Collins, as the president and sole shareholder of Collins Family Partners Inc., may be deemed to share beneficial ownership of the shares shown as beneficially owned by AC I.

Mr. Collins disclaims such beneficial ownership except to the extent of any pecuniary interest and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Each of AC II (as defined below) and Ripplewood Partners II Parallel Fund, L.P. disclaims beneficial ownership of the securities shown as beneficially owned by AC I and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2)

These securities are held solely by AC Acquisition II LLC ("AC II"). AC II is a limited liability company which is managed by Ripplewood Partners II Parallel Fund, L.P., the general partner of which is Ripplewood Partners II GP, L.P., the general partner of which is RP II GP, LLC, the sole member of which is Collins Family Partners, L.P., which is managed by its general partner, Collins Family Partners Inc. Each of Ripplewood Partners II Parallel Fund, L.P., Ripplewood Partners II GP, L.P., RP II GP, LLC, Collins Family Partners, L.P., and Collins Family Partners Inc. disclaims beneficial ownership of the securities owned by AC II except to the extent of its pecuniary interest. Timothy C. Collins, as the president and sole shareholder of Collins Family Partners Inc., may be deemed to share beneficial ownership of the shares shown as beneficially owned by AC II.

(3)

Mr. Collins disclaims such beneficial ownership except to the extent of any pecuniary interest and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Each of AC I and Ripplewood Partners II, L.P. disclaims beneficial ownership of the securities shown as beneficially owned by AC II and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(4)

Reflects mandatory conversion of 726.24 shares of class A Senior Convertible Preferred Stock issued on July 1, 2010 and 900.54 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.

(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 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.

(6)

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. 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.

(7)

Reflects mandatory conversion of 273.76 shares of Class A Senior Convertible Preferred Stock issued on July 1, 2010 and 339.46 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 Class A Senior Convertible Preferred Stock multiplied by (ii) 2 and divided by (iii) \$17.00, the IPO price.

(8)

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

(9)

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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.

- (10) Each share of Class B Senior Convertible Preferred Stock mandatorily converted to shares of common stock equal to the applicable stated capital of each share of Class B Senior Convertible Preferred Stock divided by the Conversion Price upon consummation of the issuer's initial public offering. The Class B 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 B Senior Convertible Preferred Stock were convertible upon issuance and had no expiration date.

- (11) Each share of Junior Convertible Preferred Stock 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.

- (12) 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.

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.