

Gogo Inc.  
Form 4  
June 28, 2013

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(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 <sup>(1)</sup> <u>(2)</u>	13,166.74	D	
Common Stock	06/26/2013		C		27,172.78	A \$ 10.4369	40,339.52	D	
Common Stock	06/26/2013		D <sup>(4)</sup>		0.52	D \$ 17	40,339	D	

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

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required to respond unless the form  
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SEC 1474  
(9-02)

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 of Shares
Class A Senior Convertible Preferred Stock	\$ 8.5 <sup>(1)</sup> <sub>(2)</sub>	06/26/2013		C	8.01	12/31/2009 <sup>(1)(2)</sup>	<sup>(1)(2)</sup>	Common Stock	11,4 <sup>(1)</sup>
Junior Convertible Preferred Stock	\$ 10.4369	06/26/2013		C	28.36	12/31/2009	<sup>(3)</sup>	Common Stock	27,1 <sup>(1)</sup>

**Reporting Owner Name / Address**

## Relationships

Director    10% Owner    Officer    Other

MUNDHEIM ROBERT H  
1250 N. ARLINGTON HEIGHTS ROAD, STE 500 X  
ITASCA, IL 60143

## 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.

- (3) 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.

- (4) 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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