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| Gogo Inc. Form 4 June 28, 2013 OMB June 28, 2013 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB June 28, 2013 Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES MB June 2005 Form 4 or Form 5 obligations may continue. See Instruction 16(a) of the Securities Exchange Act of 1934, scion 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(a) of the Investment Company Act of 1934. January 31, 2005 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, scion 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(a) of the Investment Company Act of 1934. January 31, 2005 | | | | | | | | | | | |
|---|---|---|---|------------------------|--------------------|---|---|-----------------|--|---|--|
| (Print or Type | e Responses) | | | | | | | | | | |
| | | | 2. Issuer Name and Ticker or Trading Symbol Gogo Inc. [GOGO] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) (First) (Middle) 1250 N. ARLINGTON HEIGHTS ROAD, STE 500 | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/26/2013 | | | | X_ Director 10% Owner Officer (give title Other (specify | | | | |
| ITASCA | (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | Applica _X_ For | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| ITASCA, (City) | (State) | (Zip) | | | | Person | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date any | 1 | | | | 5. Amount Securities Beneficially Owned Following Reported Transactior (Instr. 3 and | of y n(s) | eficially Ow 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
| Common Stock | 06/26/2013 | | Code V C | Amount 1,586,294.85 | (D) A | Price \$ 8.5 (2) (3) | 1,586,294 | | I | By LLC | |
| Common Stock | 06/26/2012 | | С | 34,050.87 | D | \$ 9.7087 | 1,620,34 | 5.72 | I | By LLC | |
| Common Stock | 06/26/2013 | | D <u>(6)</u> | 0.72 | D | \$ 17 | 1,620,345 | 5 | I | By LLC (1) | |

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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | ive Expiration Date (Month/Day/Year) ed (A) or ed of (D) | | 7. Title and Amount o 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 (2) (3) | 06/26/2013 | | С | 1,106.54 | (2)(3) | (2)(3) | Common Stock | 1,586, (2) |
| Class A Senior Convertible Preferred Stock | \$ 9.7087 | 06/26/2012 | | D | 29.36 | 06/30/2011 | (4)(5) | Common Stock | 34,050 (|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| TOWNSEND CHARLES C 1250 N. ARLINGTON HEIGHTS ROAD, STE 500 ITASCA, IL 60143 | Х | | | | | |
| Signatures | | | | | | |
| /s/ Margee Elias, Attorney-in-Fact for Charles C. Townsend | 06/28/2013 | | | | | |
| <u>**</u> 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) Shares are held directly by PAC LLC.

Reflects mandatory conversion of 1,135.9 shares of Class A Senior Convertible Preferred Stock, of which 775 shares were issued on December 31, 2009, 287.5 shares were issued on July 1, 2010 and 44.04 shares were issued on January 28, 2011, into shares of common

(2) stock upon consummation of the issuer's initial public offering. The shares of Class A Senior Convertible Preferred Stock 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.

(3)

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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.

Each share of Class A Senior Convertible Preferred Stock issued on June 30, 2011 mandatorily converted to shares of common stock(4) 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

- (5) offering, which have been satisfied by increasing the appreade 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.
- (6) 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.