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Elias Marguerite I Form 4	M								
February 20, 2018	3								
FORM 4			GEGU						PPROVAL
Washington, D.C. 20549					COMMISSIO	N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,					Estimated a burden hou response	urs per		
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(-	-	npany Act ay Act of 1	of 1935 or Secti 940	on	
(Print or Type Respon	nses)								
1. Name and Address of Reporting Person <u>*</u> Elias Marguerite M			2. Issuer Name and Ticker or Trading Symbol Gogo Inc. [GOGO]			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (I	č				(Check all applicable)			
(Last) (First) (Middle) 111 N. CANAL STREET, STE 1500			3. Date of Earliest Transaction (Month/Day/Year) 02/17/2018			Director 10% Owner Officer (give title Other (specify below) below) below) EVP, Gen Counsel and Secy			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
CHICAGO, IL 6							Form filed by Person	More than One Ro	eporting
(City) (State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	nsaction Date th/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securiti nAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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)
Damindan Danant an	o comonata lina	for each al	and of each				an in dina atly		
Reminder: Report on	a separate line	ior each cla	ass of sec	unues bene:	Perso inform requir	ns who rest nation cont ed to respo ys a curre	prindirectly. Spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (or Dispose (D) (Instr. 3, 4, and 5)	d of			
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amo or Nun of Sl
Restricted Stock Units	<u>(1)</u>	02/17/2018		А	5,500	(2)	(2)	Common Stock	5,5
Options (Right to Buy)	\$ 10.23	02/17/2018		А	37,000	<u>(3)</u>	02/17/2028	Common Stock	37,
Performance Restricted Stock Units	<u>(4)</u>	02/17/2018		А	5,500	<u>(5)</u>	(5)	Common Stock	5,5
Performance Options (Right to Buy)	\$ 10.23	02/17/2018		A	37,000	<u>(6)</u>	02/17/2028 <u>(6)</u>	Common Stock	37,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Elias Marguerite M 111 N. CANAL STREET, STE 1500 CHICAGO, IL 60606			EVP, Gen Counsel and Secy				
0!							

Signatures

/s/ Marguerite	
M. Elias	02/20/2018
<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) Each restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.
- (2) These restricted stock units vest in four equal installments on the first four anniversaries of February 17, 2018, subject to continued employment with the Company.
- (3) These options were granted on February 17, 2018 and are scheduled to vest and become exercisable in four equal annual installments on the first four anniversaries of the grant date, subject to continued employment with the Company.
- (4) Each performance restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.

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The performance restricted stock units vest and are settled when they have both time vested and performance vested as follows: (i) the performance restricted stock units time vest in equal annual installments on the first four anniversaries of February 17, 2018 and (ii) the

(5) performance restricted stock units performance vest at such time, if any, as the per share closing price of Gogo common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of February 17, 2018 equals or exceeds \$25 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by February 17, 2022 shall be forfeited.

The performance options vest and become exercisable when they have both time vested and performance vested as follows: (i) the performance options time vest in equal annual installments on the first four anniversaries of February 17, 2018 and (ii) the performance

(6) options performance vest at such time, if any, as the per share closing price of Gogo common stock on the NASDAQ market during the period beginning on the grant date and ending on the fourth anniversary of February 17, 2018 equals or exceeds \$25 for a period of 30 consecutive trading days. Any performance option that has not performance vested by February 17, 2022 shall be forfeited.

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.