FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.

Washington, D.C. 20549	OMB APP	ROVAL
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-
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OMB Number:	3235-0287	
Estimated average bur	den	
hours per response:	0.5	

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) Gogo Inc. [GOGO] ANDERSON MARK M. X Director 10% Owner 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title Other (specify 09/30/2023 (Middle) below) below) (Last) (First) C/O GTCR LLC 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable 300 N. LASALLE, STE 5600 Line) X Form filed by One Reporting Person Form filed by More than One Reporting (Street) **CHICAGO** IL60654 Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature Execution Date Transaction Form: Direct of Indirect (Month/Day/Year) Beneficially if any (Month/Day/Year) Code (Instr. 5) (D) or Indirect Beneficial 8) Owned Following (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) (Instr. 3 and 4) Amount Price Code Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Date (Month/Day/Year) Execution Date, Expiration Date (Month/Day/Year) derivative Ownership Derivative Amount of Derivative Derivative Security (Instr. 3) or Exercise Code (Instr. Securities Security (Instr. 5) Securities Form: Beneficial (Month/Day/Year) Underlying Derivative S Direct (D) Price of Derivative 8) Securities Beneficially Ownership Acquired (A) or Disposed Owned Following (Instr. 4) Security (Instr. 3 and 4) (I) (Instr. 4) Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount

Explanation of Responses:

(1)

- 1. Each deferred share unit represents the contingent right to receive one share of the Company's common stock.
- 2. These deferred share units were granted on September 30, 2023, and are fully vested on the grant date. The deferred share units will be settled in shares of the Company's common stock following the director's termination of service on the Company's board of directors.

Date

Exercisable

(2)

(D)

(A)

5.029

Remarks:

Deferred

Units

/s/ Crystal L. Gordon, Attorney-in-Fact for Mark M. 10/03/2023 **Anderson**

\$0.00

39,034

D

** Signature of Reporting Person Date

Number

Shares

5,029

Expiration Date

Title

Stock

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

09/30/2023

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.