

Gogo Inc.
Form 5
February 06, 2015

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
THORNE OAKLEIGH

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/23/2014	Â	G	36,594 (1) D \$ 0 0 (2)	I (1) (3)	By Trust	
Common Stock	12/18/2014	Â	G	6,150 D \$ 0 814,886 (4)	I (4)	By Trust	
Common Stock	Â	Â	Â	Â Â Â 1,231,791	I (3) (5)	By Trust	
Common Stock	Â	Â	Â	Â Â Â 973,169	I (3) (6)	By Trust	

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Common Stock	Â	Â	Â	Â	Â	Â	639,461	I (3) (7)	By Trust
Common Stock	Â	Â	Â	Â	Â	Â	2,457,745	I (3) (8)	By Trust
Common Stock	Â	Â	Â	Â	Â	Â	748,399	I (3) (9)	By Trusts
Common Stock	Â	Â	Â	Â	Â	Â	11,596,425	I (3) (10)	By LLCs
Common Stock	Â	Â	Â	Â	Â	Â	139,536	I (3) (11)	By LLC
Common Stock	Â	Â	Â	Â	Â	Â	21,299	I (3) (12)	By Trusts

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

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SEC 2270 (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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORNE OAKLEIGH 1250 N. ARLINGTON HEIGHTS ROAD, STE 500 ITASCA, IL 60143	Â X	Â X	Â	Â
Thorndale Farm LLC 63 FRONT STREET MILLBROOK, NY 12545	Â	Â X	Â	Â

Signatures

/s/ Oakleigh Thorne

02/05/2015

__Signature of Reporting Person

Date

Thorndale Farm, LLC By: /s/ Oakleigh Thorne, Chief Executive Officer

02/05/2015

__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) Represents the mandatory transfer at the end of the annuity period of the remaining shares held by the Oakleigh B. Thorne September 2012 2-Year Annuity Trust to certain members of, and trusts for the benefit of certain members of, Mr. Thorne's family.

End of year holdings reflects transfers from the Oakleigh B. Thorne September 2012 2-Year Annuity Trust to the Oakleigh B. Thorne October 2014 2-Year Annuity Trust and to the 2005 Restatement of the Oakleigh Thorne Trust dated June 23, 1997, each exempt under Rule 16a-13.

Certain of the entities for which shares are reported on this report and certain other entities that hold the issuer's shares have entered into a service agreement with Thorndale Farm, LLC, of which Mr. Thorne is the Chief Executive Officer. As such, Thorndale Farm, LLC and Mr. Thorne may be deemed to have beneficial ownership of the shares held by such entities. Thorndale Farm, LLC and Mr. Thorne disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that either Thorndale Farm, LLC or Mr. Thorne is a beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (3) Reflects shares held by the 2005 Restatement of the Oakleigh Thorne Trust dated June 23, 1997. Mr. Thorne, as the trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose. End of year holdings also reflects a transfer from the Oakleigh B. Thorne September 2012 2-Year Annuity Trust to the 2005 Restatement of the Oakleigh Thorne Trust dated June 23, 1997, exempt under Rule 16a-13.
- (4) Reflects shares held by the Oakleigh L. Thorne Trust Under Agreement dated 12/15/76. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (5) Reflects shares held by the Oakleigh L. Thorne Trust Under Agreement FBO Oakleigh B. Thorne. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (6) Reflects shares held by the Oakleigh B. Thorne Dynasty Trust 2011. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (7) Reflects shares held by the Trust Under Will of O.L. Thorne FBO Oakleigh B. Thorne. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (8) Reflects shares held by the Oakleigh B. Thorne 2013 2-Year Annuity Trust, Oakleigh B. Thorne November 2013 3-Year Annuity Trust, Oakleigh B. Thorne May 2014 2-Year Annuity Trust, Oakleigh B. Thorne August 2014 2-Year Annuity Trust and Oakleigh B. Thorne October 2014 2-Year Annuity Trust. End of year holdings also reflects a transfer from the Oakleigh B. Thorne September 2012 2-Year Annuity Trust to the Oakleigh B. Thorne October 2014 2-Year Annuity Trust, exempt under Rule 16a-13.
- (9) Reflects shares held by TACA Thorne LLC and TACA II Thorne LLC, the sole managing member of both of which is OTAC (Thorne) LLC. Mr. Thorne, as the manager and sole member of OTAC (Thorne) LLC, may be deemed to have beneficial ownership of the shares held by TACA Thorne LLC and TACA II Thorne LLC. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (10)

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- (11) Reflects shares of common stock held by OAP, LLC. Mr. Thorne, as the managing member of OAP, LLC, may be deemed to have beneficial ownership of the shares held by OAP, LLC. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

- (12) Reflects shares held by the Thorne OHT 1995 Trust, of which Mr. Thorne's son is a beneficiary, and shares held by the Thorne KFT 1997 Trust, of which Mr. Thorne's daughter is a beneficiary. Mr. Thorne, as the trustee of the foregoing trusts, may be deemed to have beneficial ownership of the shares held by the trusts. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.