

Gogo Inc.
Form 4
December 18, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
AC ACQUISITION I LLC

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)

C/O RIPPLEWOOD HOLDINGS L.L.C., ONE ROCKEFELLER PLAZA, 32ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2013

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
See Remarks

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10020

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock | 12/18/2013 | | J ⁽¹⁾ | | 19,745,496 | D | \$ 0 0 |
| Common Stock | 12/18/2013 | | J ⁽²⁾ | | 7,894,130 | D | \$ 0 0 |
| Common Stock | 12/18/2013 | | J ⁽³⁾ | | 876,070 | A | \$ 0 <u>877,902</u> ⁽⁴⁾ <u>(5)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
(9-02)

displays a currently valid OMB control 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. 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| AC ACQUISITION I LLC C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020 | | | | See Remarks |
| AC ACQUISITION II LLC C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020 | | | | See Remarks |
| COLLINS TIMOTHY C C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020 | | | | See Remarks |
| RIPPLEWOOD PARTNERS II LP C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020 | | | | See Remarks |
| Ripplewood Partners II GP, L.P. C/O RIPPLEWOOD HOLDINGS L.L.C. ONE ROCKEFELLER PLAZA, 32ND FLOOR NEW YORK, NY 10020 | | | | See Remarks |
| Collins Family Partners, L.P. C/O RIPPLEWOOD HOLDINGS L.L.C. | | | | See Remarks |

ONE ROCKEFELLER PLAZA, 32ND FLOOR
NEW YORK, NY 10020

Collins Family Partner Inc.
C/O RIPPLEWOOD HOLDINGS L.L.C.
ONE ROCKEFELLER PLAZA, 32ND FLOOR
NEW YORK, NY 10020

See Remarks

RIPPLEWOOD PARTNERS II PARALLEL FUND LP
C/O RIPPLEWOOD HOLDINGS L.L.C.
ONE ROCKEFELLER PLAZA, 32ND FLOOR
NEW YORK, NY 10020

See Remarks

RP II GP, LLC
C/O RIPPLEWOOD HOLDINGS L.L.C.
ONE ROCKEFELLER PLAZA, 32ND FLOOR
NEW YORK, NY 10020

See Remarks

Signatures

AC ACQUISITION I, LLC, By: Ripplewood Partners II, L.P., as its sole member, By: Ripplewood Partners II G.P., L.P., as its general partner, By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary 12/18/2013

__Signature of Reporting Person Date

AC ACQUISITION II, LLC, By: Ripplewood Partners II Parallel Fund, L.P., as its managing member, By: Ripplewood Partners II G.P., L.P., as its general partner, By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary 12/18/2013

__Signature of Reporting Person Date

/s/ Timothy C. Collins 12/18/2013

__Signature of Reporting Person Date

Ripplewood Partners II, L.P., By: Ripplewood Partners II G.P., L.P., as its general partner, By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary 12/18/2013

__Signature of Reporting Person Date

Ripplewood Partners II G.P., L.P., By: RP II GP, LLC, as its general partner, By: /s/ Christopher Minnetian, Secretary 12/18/2013

__Signature of Reporting Person Date

RP II GP, LLC, By: /s/ Christopher Minnetian, Secretary 12/18/2013

__Signature of Reporting Person Date

Collins Family Partner Inc. By: /s/ Christopher Minnetian, Secretary 12/18/2013

__Signature of Reporting Person Date

Collins Family Partners, L.P. By: Collins Family Partner Inc., as its general partner, By: /s/ Christopher Minnetian, Secretary 12/18/2013

__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).

AC Acquisition I LLC (?AC I?) made a pro rata distribution for no consideration of an aggregate of 19,745,496 shares of Common Stock of Gogo Inc. (the ?Issuer?) on December 18, 2013. AC I is a limited liability corporation and its sole member is Ripplewood Partners II,

(1) L.P., the general partner of which is Ripplewood Partners II GP, L.P., the general partner of which is RP II GP, LLC, the sole member of which is Collins Family Partners, L.P, which is managed by its general partner, Collins Family Partners Inc. Timothy C. Collins is the president and sole shareholder of Collins Family Partners Inc.

AC Acquisition II LLC (?AC II?) made a pro rata distribution for no consideration of an aggregate of 7,894,130 shares of Common Stock of the Issuer on December 18, 2013. AC II is a limited liability company which is managed by Ripplewood Partners II Parallel Fund,

(2) L.P., the general partner of which is Ripplewood Partners II GP, L.P., the general partner of which is RP II GP, LLC, the sole member of which is Collins Family Partners, L.P, which is managed by its general partner, Collins Family Partners Inc. Timothy C. Collins is the president and sole shareholder of Collins Family Partners Inc.

(3) Mr. Collins or entities under his control received 876,070 shares of Common Stock of the Issuer in connection with the pro rata distributions on December 18, 2013.

(4) Includes (a) 502 deferred stock units that are settled in shares of common stock 90 days after the director ceases service as a director and (b) 1,330 options to purchase common stock at an exercise price of \$24.91 that expire on November 12, 2023.

(5) Mr. Collins resigned as a director on December 17, 2013.

Remarks:

Former Director

Former 10% Owner

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.