

Thorndale Farm, Inc.
Form 4
November 28, 2018

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 *
Thorndale Farm, Inc.

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)
63 FRONT STREET, P.O. BOX 258
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2018

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

MILLBROOK, NY 12545

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

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

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | (D) | Price |

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 displays a currently valid OMB control number.

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(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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | Code | V | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount |
|---|------|---|---|--------------|------------------|-----------------|--------------|-----------|
| | | | (A) | (D) | | | | |
| 6.00% Convertible Senior Notes due 2022 | | | | \$ 8,000,000 | (1) | 05/15/2022 | Common Stock | 1,300,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thorndale Farm, Inc. 63 FRONT STREET, P.O. BOX 258 MILLBROOK, NY 12545 | | X | | |
| THORNE OAKLEIGH 63 FRONT STREET, P.O. BOX 258 MILLBROOK, NY 12545 | X | X | President and CEO | |

Signatures

/s/ Thorndale Farm, Inc., By: /s/ Oakleigh Thorne, Chief Executive Officer 11/28/2018
 __Signature of Reporting Person Date

/s/ Oakleigh Thorne 11/28/2018
 __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) The 6.00% Convertible Senior Notes due 2022 become convertible on January 15, 2022 or earlier upon certain events.
- (2) The 6.00% Convertible Senior Notes due 2022 are convertible into common stock at a conversion price equal to \$6.00 per share of the issuer's common stock, subject to adjustment in certain events.
- (3) Represent the aggregate purchase price for the 6.00% Convertible Senior Notes due 2022.
 Reflects 6.00% Convertible Senior Notes due 2022 held by Thorndale Farm Private Equity 2, LLC. Thorndale Farm, Inc. is the managing member of Thorndale Farm Private Equity 2, LLC and Mr. Thorne is Chief Executive Officer of Thorndale Farm, Inc. Thorndale Farm, Inc., as the managing member of Thorndale Farm Private Equity 2, LLC, and Mr. Thorne, as Chief Executive Officer of Thorndale Farm, Inc., may be deemed to have beneficial ownership of the 6.00% Convertible Senior Notes due 2022 held by Thorndale Farm Private Equity 2, LLC. Mr. Thorne and Thorndale Farm, Inc. disclaim beneficial ownership of such 6.00% Convertible Senior Notes due 2022 except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that Thorndale Farm, Inc. or Mr. Thorne is the beneficial owner of such 6.00% Convertible Senior Notes due 2022 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 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.