

Aguirre Sergio A.  
Form 3  
May 08, 2018

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                                                                                                                                                                    |                                                      |
| Â Aguirre Sergio A.                       |         | (Month/Day/Year)                     | Gogo Inc. [GOGO]                                                                                                                                                                                                      |                                                      |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                                                                                                                                                      | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 111 N. CANAL STREET                       |         |                                      | (Check all applicable)                                                                                                                                                                                                |                                                      |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>President, BA division |                                                      |
| CHICAGO,Â ILÂ 60606                       |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person         |                                                      |
| (City)                                    | (State) | (Zip)                                |                                                                                                                                                                                                                       |                                                      |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock                       | 4,720                                                    | D                                                                 | Â                                                        |

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable    Expiration Date                         | Title    Amount or Number of                                                   |                                                        |                                                                        |                                                          |

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|                                    |               |               |              | Shares |                | (I)<br>(Instr. 5) |   |
|------------------------------------|---------------|---------------|--------------|--------|----------------|-------------------|---|
| Options (Right to Buy)             | Â <u>(1)</u>  | 12/14/2021    | Common Stock | 5,150  | \$ 17.78       | D                 | Â |
| Options (Right to Buy)             | Â <u>(2)</u>  | 06/10/2023    | Common Stock | 2,575  | \$ 18.72       | D                 | Â |
| Options (Right to Buy)             | Â <u>(3)</u>  | 05/30/2024    | Common Stock | 11,426 | \$ 18.09       | D                 | Â |
| Options (Right to Buy)             | Â <u>(4)</u>  | 05/26/2025    | Common Stock | 10,000 | \$ 21.45       | D                 | Â |
| Options (Right to Buy)             | Â <u>(5)</u>  | 06/24/2026    | Common Stock | 27,800 | \$ 8.37        | D                 | Â |
| Options (Right to Buy)             | Â <u>(6)</u>  | 03/14/2027    | Common Stock | 23,000 | \$ 11.96       | D                 | Â |
| Options (Right to Buy)             | Â <u>(7)</u>  | 02/17/2028    | Common Stock | 19,575 | \$ 10.23       | D                 | Â |
| Performance Options (Right to Buy) | Â <u>(8)</u>  | 06/24/2026    | Common Stock | 2,900  | \$ 8.37        | D                 | Â |
| Performance Options (Right to Buy) | Â <u>(9)</u>  | 06/24/2026    | Common Stock | 2,900  | \$ 8.37        | D                 | Â |
| Performance Options (Right to Buy) | Â <u>(10)</u> | 03/14/2027    | Common Stock | 7,710  | \$ 11.96       | D                 | Â |
| Performance Options (Right to Buy) | Â <u>(11)</u> | 02/17/2028    | Common Stock | 6,525  | \$ 10.23       | D                 | Â |
| Restricted Stock Units             | Â <u>(12)</u> | Â <u>(12)</u> | Common Stock | 1,243  | \$ <u>(13)</u> | D                 | Â |
| Restricted Stock Units             | Â <u>(14)</u> | Â <u>(14)</u> | Common Stock | 1,900  | \$ <u>(13)</u> | D                 | Â |
| Restricted Stock Units             | Â <u>(15)</u> | Â <u>(15)</u> | Common Stock | 2,625  | \$ <u>(13)</u> | D                 | Â |
| Restricted Stock Units             | Â <u>(16)</u> | Â <u>(16)</u> | Common Stock | 2,182  | \$ <u>(13)</u> | D                 | Â |
| Restricted Stock Units             | Â <u>(17)</u> | Â <u>(17)</u> | Common Stock | 2,925  | \$ <u>(13)</u> | D                 | Â |
| Performance Restricted Stock Units | Â <u>(18)</u> | Â <u>(18)</u> | Common Stock | 350    | \$ <u>(19)</u> | D                 | Â |
| Performance Restricted Stock Units | Â <u>(20)</u> | Â <u>(20)</u> | Common Stock | 350    | \$ <u>(19)</u> | D                 | Â |
| Performance Restricted Stock Units | Â <u>(21)</u> | Â <u>(21)</u> | Common Stock | 330    | \$ <u>(19)</u> | D                 | Â |
|                                    | Â <u>(22)</u> | Â <u>(22)</u> |              | 375    | \$ <u>(19)</u> | D                 | Â |

Performance Restricted  
Stock Units

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                          |       |
|---------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                  | Other |
| Aguirre Sergio A.<br>111 N. CANAL STREET<br>CHICAGO, IL 60606 | Â             | Â         | Â President, BA division | Â     |

## Signatures

/s/ Margee Elias, Attorney-in-Fact for Sergio A.  
Aguirre

05/08/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) These options were granted on December 14, 2011 and become exercisable in four installments on each of December 14, 2012, 2013, 2014 and 2015. All of these options are currently vested and exercisable.

(2) These options were granted on June 10, 2013 and become exercisable in four installments on each of June 10, 2014, 2015, 2016 and 2017. All of these options are currently vested and exercisable.

(3) These options were granted on May 30, 2014 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 of the Company. 8,570 of these options are currently vested and exercisable.

(4) These options were granted on May 26, 2015 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 of the Company. 5,000 of these options are currently vested and exercisable.

(5) These options were granted on June 24, 2016 and are scheduled to vest and become exercisable in four equal annual installments on the first four anniversaries of May 26, 2016, subject to continued employment of the Company. 6,950 of these options are currently vested and exercisable.

(6) These options were granted on March 14, 2017 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 of the Company. 5,750 of these options are currently vested and exercisable.

(7) 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 of the Company.

(8) 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 May 26, 2016 and (ii) the performance 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 May 26, 2016 equals or exceeds \$21 for a period of 30 consecutive trading days. Any performance option that has not performance vested by May 26, 2020 shall be forfeited.

(9) 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 May 26, 2016 and (ii) the performance 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 May 26, 2016 equals or exceeds \$28 for a period of 30 consecutive trading days. Any performance option that has not performance vested by May 26, 2020 shall be forfeited.

(10) 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 March 14, 2017 and (ii) the performance

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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 March 14, 2017 equals or exceeds \$25 for a period of 30 consecutive trading days. Any performance option that has not performance vested by March 14, 2021 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 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.

- (11) 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.
- (12) 4,975 restricted stock units were granted on May 30, 2014. 3,732 of these restricted stock units have vested and settled and 1,243 are scheduled to vest on May 30, 2018.
- (13) Each restricted stock unit represents the contingent right to receive one share of the Company's common stock or its equivalent value in cash.
- (14) 3,800 restricted stock units were granted on May 26, 2015. 1,900 of these restricted stock units have vested and settled and 1,900 are scheduled to vest ratably in equal installments on May 26, 2018 and May 26, 2019.
- (15) 3,500 restricted stock units were granted on June 24, 2016. 875 of these restricted stock units have vested and settled and 2,625 are scheduled to vest ratably in equal installments on May 26, 2018, May 26, 2019 and May 26, 2020.
- (16) 2,910 restricted stock units were granted on March 14, 2017. 728 of these restricted stock units have vested and settled and 2,182 are scheduled to vest ratably in equal installments on March 14, 2019, March 14, 2020 and March 14, 2021.
- (17) 2,925 restricted stock units were granted on February 17, 2018. 2,925 of these restricted stock units are scheduled to vest ratably in equal installments on February 17, 2019, February 17, 2020, February 17, 2021 and February 17, 2022.

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 May 26, 2016 and (ii) the 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 May 26, 2016 equals or exceeds \$21 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by May 26, 2020 shall be forfeited.

- (18) 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.

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 May 26, 2016 and (ii) the 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 May 26, 2016 equals or exceeds \$28 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by May 26, 2020 shall be forfeited.

- (20) 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 March 14, 2017 and (ii) the 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 March 14, 2017 equals or exceeds \$25 for a period of 30 consecutive trading days. Any performance restricted stock unit that has not performance vested by March 14, 2021 shall be forfeited.

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 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.

- (21) 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 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 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 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.

- (22) 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.