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

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**Gogo Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**98-1567584**  
(I.R.S. Employer  
Identification Number)

**105 Edgeview Dr., Suite 300  
Broomfield, Colorado 80021**  
(Address of Principal Executive Offices)(Zip Code)

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**Second Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan**  
(Full title of the plan)

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**Crystal Gordon**  
**Executive Vice President and General Counsel**  
**105 Edgeview Dr., Suite 300**  
**Broomfield, CO 80021**  
(Name and address of agent for service)

**(303) 301-3271**  
(Telephone number, including area code, of agent for service)

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*Copies to:*  
**A.J. Ericksen**

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**Scott Levi**  
**White & Case LLP**  
**609 Main Street, Suite 2900**  
**Houston, TX 77002**  
**Telephone: (713) 496-9700**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

Gogo Inc. (the “Company”) is filing this registration statement on Form S-8 (this “Registration Statement”) solely for the purpose of registering an additional 5,525,000 shares of common stock, par value \$0.0001 per share (“Common Stock”), authorized for issuance under the Second Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan (the “Second Restated 2016 Plan”), which was previously approved by shareholders as an amendment to the Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan (the “Restated 2016 Plan”). Except for the increase in the number of shares available for grant, the Second Restated 2016 Plan is identical to the Restated 2016 Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also includes an indeterminate number of additional shares of Common Stock that may become issuable under the Second Restated 2016 Plan by reason of anti-dilution and other adjustments.

Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the Company’s registration statements on Form S-8 for the Restated 2016 Plan ([File No. 333-225716](#) and [File No. 333-212072](#)) previously filed with the Securities and Exchange Commission (the “SEC”), and the information required by Part II is omitted, except as supplemented by the information set forth below.

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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.\***

**Item 2. Registrant Information and Employee Plan Annual Information.\***

\* The information specified in Items 1 and 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of this Registration Statement will be sent or given to each plan participant, as applicable, as required by Rule 428(b) under the Securities Act. Such documents are not required to be and are not being filed with the SEC, either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Company hereby incorporates by reference in this Registration Statement the following:

- the Annual Report on [Form 10-K](#) for the period ended December 31, 2022, filed by the Company with the SEC on February 28, 2023 (the “Annual Report”), including the portions of the Company’s [Definitive Proxy Statement on Schedule 14A](#) filed on April 27, 2023, that are incorporated by reference in the Annual Report;
- the Quarterly Report on [Form 10-Q](#) for the period ended March 31, 2023, filed by the Company with the SEC on May 3, 2023;
- the Quarterly Report on [Form 10-Q](#) for the period ended June 30, 2023, filed by the Company with the SEC on August 7, 2023;
- the Current Reports on Form 8-K, filed with the SEC on [February 14, 2023](#); [May 2, 2023](#); [June 9, 2023](#); and [August 2, 2023](#); and
- the description of the Company’s Common Stock contained in [Exhibit 4.3](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2022, filed by the Company with the SEC on February 28, 2023, including any amendment or report filed to update such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) prior to the filing of a post-effective amendment to which this Registration Statement relates, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing or furnishing of such documents.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, no information is incorporated by reference in this Registration Statement where such information under applicable forms and regulations of the SEC is not deemed to be “filed” under Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless the report or filing containing such information indicates that the information therein is to be considered “filed” under the Exchange Act or is to be incorporated by reference in this Registration Statement.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
4.1	<a href="#"><u>Third Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Form 10-Q filed on August 7, 2013 (File No. 001-35975)).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to Form 10-Q filed on August 7, 2013 (File No. 001-35975)).</u></a>
4.3	<a href="#"><u>Certificate of Designations of Series A Preferred Stock of Gogo Inc., as filed with the Secretary of State of the State of Delaware on September 23, 2020 (incorporated by reference to Exhibit 3.1 to Form 8-K filed on September 23, 2020 (File No. 001-35975)).</u></a>
4.4	<a href="#"><u>Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Gogo Inc. Registration Statement on Form S-1 (File No. 333-178727)).</u></a>
4.5	<a href="#"><u>Section 382 Rights Agreement, dated as of September 23, 2020, between Gogo Inc. and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.1 to Form 8-K filed on September 23, 2020 (File No. 001-35975)).</u></a>
4.6	<a href="#"><u>Amendment No. 1 to Section 382 Rights Agreement, dated as of December 27, 2022, by and between Gogo Inc. and Computershare Trust Company, N.A., as rights agent.</u></a>
4.7	<a href="#"><u>Second Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.4.1 to Form 10-Q filed on August 5, 2022 (File No. 001-35975)).</u></a>
4.8	<a href="#"><u>Form of Restricted Stock Unit Agreement for Second Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.402 to Form 10-Q filed on November 3, 2022 (File No. 001-35975)).</u></a>
5.1*	<a href="#"><u>Opinion of White &amp; Case LLP with respect to the legality of the Common Stock being registered.</u></a>
23.1*	<a href="#"><u>Consent of Independent Registered Public Accounting Firm – Deloitte &amp; Touche LLP.</u></a>
23.2*	<a href="#"><u>Consent of White &amp; Case LLP (included in Exhibit 5.1 to this Registration Statement).</u></a>
24.1*	<a href="#"><u>Power of Attorney of certain officers and directors (included on the signature page to this Registration Statement).</u></a>
107*	<a href="#"><u>Filing Fee Table.</u></a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield, State of Colorado on the 8<sup>th</sup> day of August, 2023.

### GOGO INC.

By: /s/ Jessica J. Betjemann

Name: Jessica J. Betjemann

Title: Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned constitutes and appoints each of Oakleigh Thorne, Jessica G. Betjemann and Crystal Gordon, each acting alone, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 and all post-effective amendments thereto, of Gogo Inc., and to file the same, with all exhibits thereto, and other document in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that any such attorney-in-fact and agent, or such attorney-in-fact and agent's substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title of Capacities</u>	<u>Date</u>
<u>/s/ Oakleigh Thorne</u> Oakleigh Thorne	Chief Executive Officer and Chair of the Board of Directors (Principal Executive Officer)	August 8, 2023
<u>/s/ Jessica G. Betjemann</u> Jessica G. Betjemann	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 8, 2023
<u>/s/ Leigh Goldfine</u> Leigh Goldfine	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	August 8, 2023
<u>/s/ Michael Abad-Santos</u> Michael Abad-Santos	Director	August 8, 2023
<u>/s/ Mark Anderson</u> Mark Anderson	Director	August 8, 2023
<u>/s/ Robert R. Crandall</u> Robert R. Crandall	Director	August 8, 2023
<u>/s/ Hugh W. Jones</u> Hugh W. Jones	Director	August 8, 2023
<u>/s/ Michele Coleman Mayes</u> Michele Coleman Mayes	Director	August 8, 2023
<u>/s/ Robert H. Mundheim</u> Robert H. Mundheim	Director	August 8, 2023
<u>/s/ Christopher D. Payne</u> Christopher D. Payne	Director	August 8, 2023
<u>/s/ Charles C. Townsend</u> Charles C. Townsend	Director	August 8, 2023
<u>/s/ Harris H. Williams</u> Harris H. Williams	Director	August 8, 2023

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White & Case LLP  
609 Main Street  
Suite 2900  
Houston, TX 77002  
T +1 713 496 9700

[whitecase.com](http://whitecase.com)

August 8, 2023

Gogo Inc.  
Executive Vice President and General Counsel  
105 Edgeview Dr., Suite 300  
Broomfield, CO 80021

Re: Gogo Inc. - Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Gogo Inc., a corporation organized under the laws of Delaware (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") on the date hereof, relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 5,525,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), reserved for issuance under the Second Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan (the "Second Restated 2016 Plan").

This opinion letter is rendered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or any related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

In connection with our opinion expressed below, we have examined originals or copies certified or otherwise identified to our satisfaction of the following documents and such other documents, corporate records, certificates and other statements of government officials and corporate officers of the Company as we deemed necessary for the purposes of the opinion set forth in this opinion letter:

- (a) the Registration Statement;
- (b) a copy of the Third Amended and Restated Certificate of Incorporation, adopted on June 26, 2013, certified by the Secretary of the Company;
- (c) a copy of the Amended and Restated Bylaws of the Company, adopted on June 20, 2013, certified by the Secretary of the Company;
- (d) a copy of Resolutions of the Board of Directors of the Company relating to the Second Restated 2016 Plan, adopted on April 26, 2022, certified by the Secretary of the Company; and
- (e) the Second Restated 2016 Plan.

We have relied, to the extent we deem such reliance proper, upon such certificates or comparable documents of officers and representatives of the Company and of public officials and upon statements and information furnished by officers and representatives of the Company with respect to the accuracy of material factual matters contained therein which were not independently established by us. In rendering the opinion expressed below, we have assumed,

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without independent investigation or verification of any kind, the genuineness of all signatures on documents we have reviewed, the legal capacity and competency of all natural persons signing all such documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic, complete original documents of all documents submitted to us as copies, the truthfulness, completeness and correctness of all factual representations and statements contained in all documents we have reviewed, the accuracy and completeness of all public records examined by us, and the accuracy of all statements in certificates of officers of the Company that we reviewed.

Based upon the foregoing assumptions, and subject to the qualifications set forth in this opinion letter, having considered such questions of law as we have deemed necessary as a basis for the opinion expressed below, we are of the opinion that the Shares reserved for issuance pursuant to the Second Restated 2016 Plan, as referenced above, have been duly authorized for issuance and sale pursuant to the Second Restated 2016 Plan by all necessary corporate action of the Company, and when issued as provided under the Second Restated 2016 Plan, they will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to questions arising under the Delaware General Corporation Law. We do not express any opinion as to the laws of any other jurisdiction. The opinion expressed above is limited to the matters stated in this opinion letter, and no opinion is implied or may be inferred beyond those expressly stated in this opinion letter. The opinion expressed above is as of the date hereof only, and we express no opinion as to, and assume no responsibility for, the effect of any fact or circumstance occurring, or of which we learn, subsequent to the date of this opinion letter, including, without limitation, legislative and other changes in the law or changes in circumstances affecting any party. We assume no responsibility to update this opinion letter for, or to advise you of, any such facts or circumstances of which we become aware, regardless of whether or not they affect the opinion expressed in this opinion letter.

We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ White & Case LLP

**SL: AE: SH**

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) of our reports dated February 28, 2023, relating to the financial statements of Gogo Inc. and the effectiveness of Gogo Inc.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Chicago, Illinois  
August 8, 2023

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## Calculation of Filing Fee Tables

**Form S-8**  
(Form Type)

**Gogo Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price per Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.0001 per share	Other (2)	5,525,000 (3)	\$ 15.00	\$ 82,875,000	\$110.20 per \$1,000,000	\$ 9,132.83
<b>Total Offering Amounts</b>					\$ 82,875,000		\$ 9,132.83
<b>Total Fee Offsets(4)</b>							—
<b>Net Fee Due</b>							<u>\$ 9,132.83</u>

( Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional 1 shares of the Registrant’s common stock, par value \$0.0001 per share (“Common Stock”), that may become issuable under the terms of the Second ) Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan (the “Second Restated 2016 Plan”) by reason of any share split, share dividend, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.

( Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based on the average of 2 the high and low sales prices of the Common Stock on the Nasdaq Global Select Market on August 3, 2023. )

( Represents shares reserved for issuance under the Second Restated 2016 Plan. 3 )

( The Registrant does not have any fee offsets to claim. 4 )

