

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

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

GOGO INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-1650905
(I.R.S. Employer
Identification No.)

111 North Canal St., Suite 1500
Chicago, IL
(Addresses of Principal Executive Offices)

60606
(Zip Code)

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

Marguerite M. Elias
Executive Vice President, General Counsel and Secretary
111 N. Canal Street, Suite 1500
Chicago, IL 60606
(Name, address of agent for service)

(312) 517-5000
(Telephone number, including area code, of agent for service)

With copy to:

Matthew E. Kaplan, Esq.
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
(212) 909-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 type="checkbox"/>		Accelerated filer	<input checked="" 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.

Calculation of Registration Fee

Name of Plan	Title of Securities to be registered(1)	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee

The Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan	Common Stock \$0.0001 par value per share	7,900,000(2)	\$5.04(3)	\$39,816,000	\$4,957.09
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- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan ("2016 Plan") by reason of any stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock or a termination, forfeiture, repurchase, expiration or lapse of an award covered by shares granted under the Gogo Inc. 2013 Omnibus Plan (which were registered on the Registrant's Registration Statement on Form S-8 (File No. 333-189594) filed on June 26, 2013). The Registrant previously registered 8,050,000 shares of common stock issuable under the 2016 Plan pursuant to a Registration Statement on Form S-8 (File No. 333-212072) filed on June 16, 2016, which remains in full force and effect.
- (2) Represents 7,900,000 additional shares of common stock reserved for issuance pursuant to future awards under the 2016 Plan.
- (3) Computed in accordance with Rule 457(h) solely for the purpose of determining the registration fee on the basis of an assumed price of \$5.04 per share, which was the average of the high and low prices of Gogo, Inc. shares of common stock on June 8, 2018 as reported on the Nasdaq Global Select Market.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

This Registration Statement on Form S-8 (the "Registration Statement") is being filed by Gogo Inc. (the "Company" or "Registrant") with respect to its Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan (the "2016 Plan"), referred to on the cover of this Registration Statement, and is being filed for the purpose of registering additional shares of the Company's common stock under the 2016 Plan. The Registrant's shareholders approved the addition of these shares to the 2016 Plan at the Registrant's annual meeting on June 8, 2018.

The contents of the Company's previously filed Registration Statement on Form S-8 relating to the Gogo Inc. 2016 Omnibus Incentive Plan (File No. 333-212072) filed with the Securities and Exchange Commission on June 16, 2016 is hereby incorporated by reference herein to the extent not otherwise amended and superseded by the contents hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

See Exhibit Index immediately following the signature pages.

INDEX TO EXHIBITS

Exhibit Number	Description
3.1	<u>Third Amended and Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (No. 001-35975) filed with the Securities and Exchange Commission on August 7, 2013</u>
3.2	<u>Amended and Restated Bylaws, incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q (No. 001-35975) filed with the Securities and Exchange Commission on August 7, 2013</u>
4.1	<u>Form of Common Stock Certificate, incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (No. 333-178727) filed with the Securities and Exchange Commission on June 10, 2013</u>
4.2	<u>Registration Rights Agreement, incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1 (No. 333-178727) filed with the Securities and Exchange Commission on December 23, 2011</u>
5.1	<u>Opinion of Debevoise & Plimpton LLP</u>
23.1	<u>Consent of Debevoise & Plimpton LLP (included in Exhibit 5.1)</u>
23.2	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm</u>
24.1	<u>Power of Attorney</u>
99.1	<u>The Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan, incorporated by reference to Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A (No. 001-35975) filed with the Securities and Exchange Commission on April 27, 2018</u>

[Letterhead of Debevoise & Plimpton LLP]

June 13, 2018

Gogo Inc.
111 N. Canal Street, Suite 1500
Chicago, IL 60606
Attn: Marguerite M. Elias

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

Ladies and Gentlemen:

We have acted as counsel to Gogo Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to up to 7,900,000 additional shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), which may be issued pursuant to the Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan (the "2016 Plan").

We have examined the originals, or copies certified or otherwise identified to our satisfaction, of the 2016 Plan and such other corporate records, documents, certificates or other instruments as in our judgment are necessary or appropriate to enable us to render the opinion set forth below. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the authenticity of the originals of such latter documentation.

Based on the foregoing, we are of the opinion that the 7,900,000 additional shares of Common Stock that are reserved for issuance pursuant to the 2016 Plan have been duly authorized and, when issued in accordance with the terms of the 2016 Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Company's Registration Statement. In giving such 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 Securities and Exchange Commission promulgated thereunder.

We are members of the bar of the State of New York. We express no opinion as to the laws of any jurisdiction other than the laws of the State of Delaware as currently in effect.

Very truly yours,

/s/ Debevoise & Plimpton LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 22, 2018, relating to the consolidated financial statements of Gogo Inc. and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Gogo Inc. and subsidiaries for the year ended December 31, 2017.

/s/ Deloitte & Touche LLP

Chicago, Illinois
June 13, 2018

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Barry Rowan and Marguerite M. Elias, his or her true and lawful attorney or attorneys-in-fact and agents, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in any and all capacities, the Registration Statement on Form S-8 to be filed with respect to the registration of up to 7,900,000 additional shares of Common Stock, par value \$0.0001 per share of Gogo Inc., issuable under the Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan and any or all amendments (including pre-effective and post-effective amendments) to the Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority, to do and perform in the name and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying, approving and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Oakleigh Thome</u> Oakleigh Thome	President and Chief Executive Officer and Director (Principal Executive Officer)	April 6, 2018
<u>/s/ Barry Rowan</u> Barry Rowan	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 6, 2018
<u>/s/ Michael P. Bayer</u> Michael P. Bayer	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	April 6, 2018
<u>/s/ Ronald T. LeMay</u> Ronald T. LeMay	Chairman of the Board	April 6, 2018
<u>/s/ Robert Crandall</u> Robert Crandall	Director	April 6, 2018
<u>/s/ Hugh W. Jones</u> Hugh W. Jones	Director	April 6, 2018
<u>/s/ Michele Coleman Mayes</u> Michele Coleman Mayes	Director	April 6, 2018
<u>/s/ Robert H. Mundheim</u> Robert H. Mundheim	Director	April 6, 2018
<u>/s/ Christopher D. Payne</u> Christopher D. Payne	Director	April 6, 2018
<u>/s/ Charles C. Townsend</u> Charles C. Townsend	Director	April 6, 2018
<u>/s/ Harris N. Williams</u> Harris N. Williams	Director	April 6, 2018