

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE TO

### TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

## GOGO INC.

(Name of Subject Company (Issuer) and Filing Person (as Offeror))

**Options to Purchase Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**38046C109**  
(CUSIP Number of Class of Securities)

**Marguerite M. Elias**  
**Executive Vice President & General Counsel**  
**Gogo Inc.**

**111 North Canal St., Suite 1500**  
**Chicago, IL 60606**  
**(312) 517-5000**

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

#### Copies to:

**Jonathan F. Lewis, Esq.**  
**Debevoise & Plimpton LLP**  
**919 Third Avenue**  
**New York, New York 10022**  
**(212) 909-6000**

#### CALCULATION OF FILING FEE

| Transaction Value (1) | Amount of Filing Fee (2) |
|-----------------------|--------------------------|
| N/A                   | N/A                      |

\* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.  
Form or Registration No.: Not applicable.

Filing Party: Not applicable.  
Date Filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

Attached is the preliminary proxy statement for the 2020 Annual Meeting of Stockholders of Gogo Inc., a Delaware corporation (the “Company”), to be held on April 29, 2020 (the “Preliminary Proxy Statement”), which contains a proposal to be submitted to the Company’s stockholders to approve a stock option exchange program that would permit certain employees to voluntarily exchange certain eligible stock options owned by them for a lesser number of new stock options with an exercise price set using the closing trading price of the Company’s common stock on the date of their grant (the “Option Exchange Program”)

*The Preliminary Proxy Statement does not constitute an offer to holders of the Company’s outstanding stock options to exchange those options. The Option Exchange Program will only be commenced, if at all, if the Company’s stockholders first approve the Option Exchange Program.*

*The Option Exchange Program has not yet commenced. Even if stockholder approval is obtained, the Company may decide not to implement the Option Exchange Program. The Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (the “SEC”) if and when the Option Exchange Program commences. Option holders should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Option Exchange Program.*

*The Company’s stockholders and option holders will be able to obtain the written materials described above and the other documents filed by the Company with the SEC free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov) or by directing a written request to: Corporate Secretary, at 111 N. Canal St., Suite 1500, Chicago, IL 60606.*

## **Item 12. Exhibits.**

| <u>Exhibit No.</u> | <u>Document</u>  |
|--------------------|--|
| 99.1               | Preliminary Proxy Statement for the 2020 Annual Meeting of Stockholders (incorporated by reference to the Preliminary Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 16, 2020) |