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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 30, 2016**

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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)

**001-35975**  
(Commission  
File Number)

**27-1650905**  
(IRS Employer  
Identification No.)

**111 North Canal, Suite 1500**  
**Chicago, IL**  
(Address of principal executive offices)

**60606**  
(Zip Code)

**Registrant's telephone number, including area code:**  
**312-517-5000**

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01**            **REGULATION FD DISCLOSURE.**

Representatives of Gogo Inc. (“Gogo”) will use the attached presentation in various meetings with investors from time to time, including on November 30, 2016, when Norman Smagley, Gogo’s Executive Vice President and Chief Financial Officer, will be participating in the Bank of America 2016 Leveraged Finance Conference in Boca Raton, FL at 11:30 a.m. Eastern Time.

A copy of the investor presentation is attached hereto as Exhibit 99.1.

**Item 9.01**            **FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOGO INC.

**By:** /s/ Norman Smagley  
Norman Smagley  
Executive Vice President and  
Chief Financial Officer

Date: November 30, 2016

99.1 Investor Presentation



# Bank of America Leveraged Finance Conference

**November 30, 2016**



# SAFE HARBOR STATEMENT



This presentation contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that are based on management's beliefs and assumptions and on information currently available to management. Most forward-looking statements contain words that identify them as forward-looking, such as "anticipates," "believes," "continues," "could," "seeks," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" or similar expressions and the negatives of those terms that relate to future events. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Gogo's actual results, performance or achievements to be materially different from any projected results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements represent the beliefs and assumptions of Gogo only as of the date of this presentation and Gogo undertakes no obligation to update or revise publicly any such forward-looking statements, whether as a result of new information, future events or otherwise. As such, Gogo's future results may vary from any expectations or goals expressed in, or implied by, the forward-looking statements included in this presentation, possibly to a material degree.

Gogo cannot assure you that the assumptions made in preparing any of the forward-looking statements will prove accurate or that any long-term financial or operational goals and targets will be realized. In particular, the availability and performance of certain technology solutions yet to be implemented by the Company set forth in this presentation represent aspirational long-term goals based on current expectations. For a discussion of some of the important factors that could cause Gogo's results to differ materially from those expressed in, or implied by, the forward-looking statements included in this presentation, investors should refer to the disclosure contained under the headings "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.

## Note to Certain Operating and Financial Data

In addition to disclosing financial results that are determined in accordance with U.S. generally accepted accounting principles ("GAAP"), Gogo also discloses in this presentation certain non-GAAP financial information, including Adjusted EBITDA. This financial measure is not a recognized measure under GAAP, and when analyzing our performance, investors should use Adjusted EBITDA in addition to, and not as an alternative to, net loss attributable to common stock as a measure of operating results.

In addition, this presentation contains various customer metrics and operating data, including numbers of aircraft or units online, that are based on internal company data, as well as information relating to the commercial and business aviation market, and our position within those markets. While management believes such information and data are reliable, they have not been verified by an independent source and there are inherent challenges and limitations involved in compiling data across various geographies and from various sources.



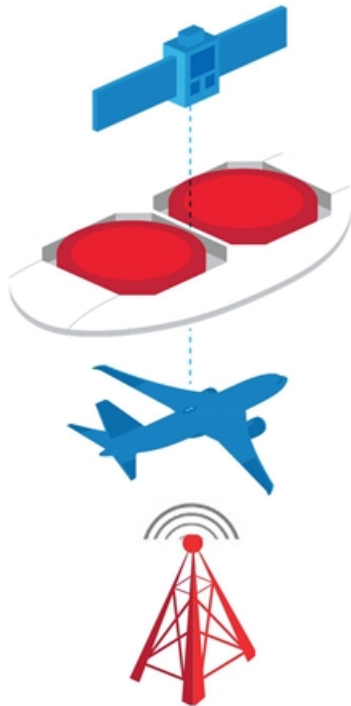
## Who We Are

Our Competitive Advantage

Strong Execution And Path To Profitability

Why Invest In Gogo





**Gogo is the global leader in providing broadband connectivity solutions and wireless entertainment to the aviation industry**

**~7,000**

Broadband aircraft online<sup>1</sup>

**53%**

Global market share in Commercial aviation<sup>2</sup>

**91%**

North America market share in Business aviation<sup>2</sup>

1) As of 9/30/2016

2) Based on management estimates, public filings and trade publications of broadband IFC installations as of 9/30/2016





## Passenger Connectivity & Entertainment

- Internet
- Streaming Movies
- IPTV



## Passenger Experience

- Rebooking Travel
- Baggage Tracker
- Digitized Attendants
- Turbulence Avoidance



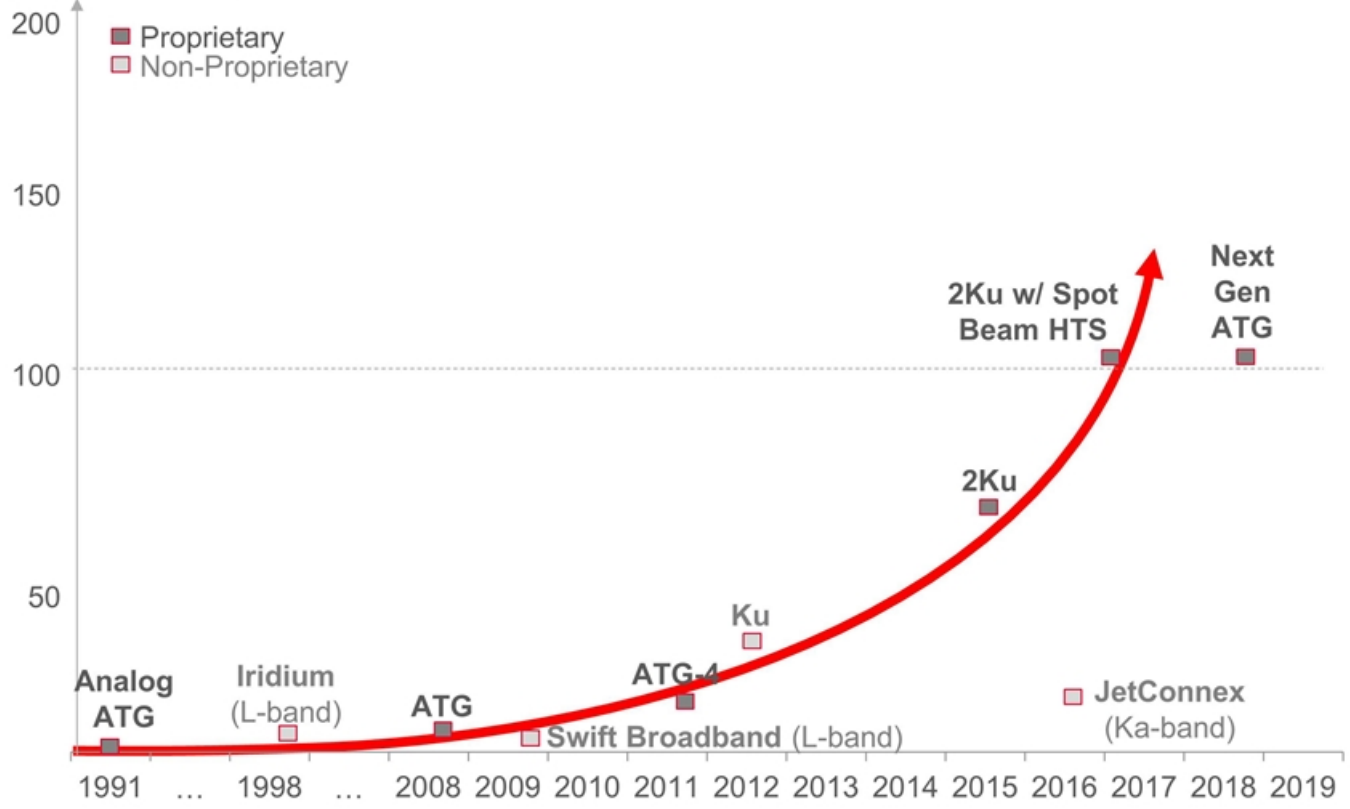
## Aircraft Operational Efficiencies

- Lower Fuel Costs
- Maintenance Savings
- Turbulence Avoidance

# RELENTLESS INNOVATION



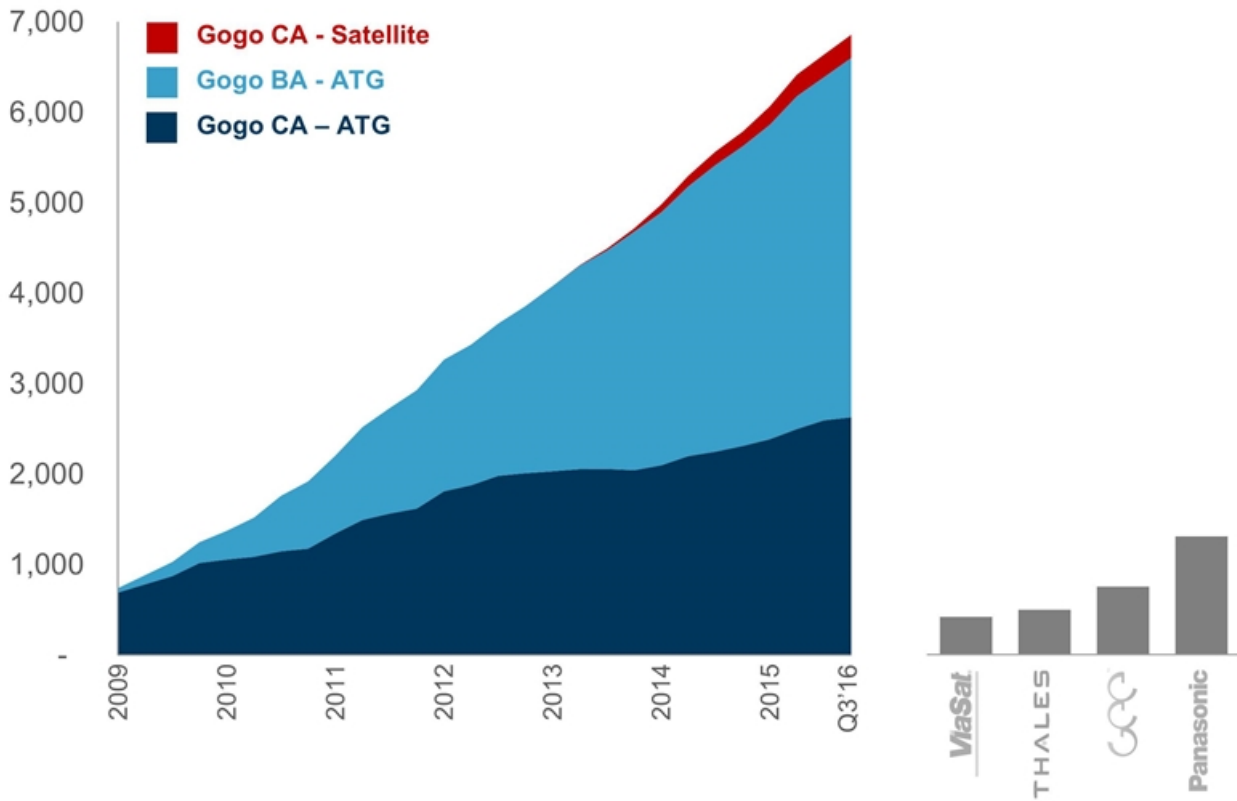
## Peak Speed (Mbps)



Note: Expected results and availability based on management estimates.

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## Number of Aircraft Online



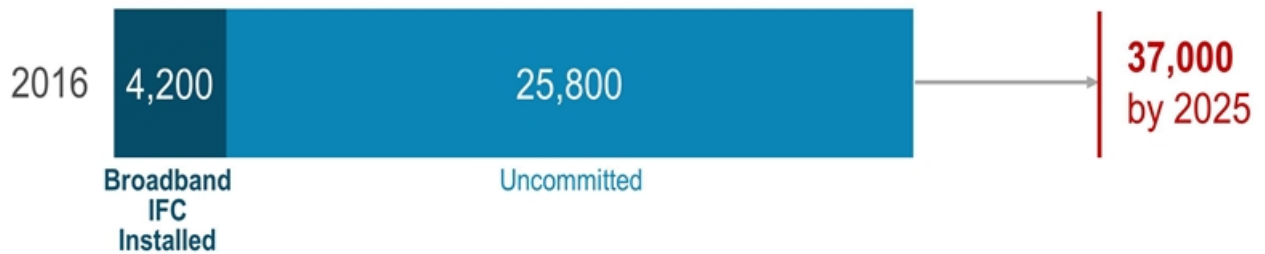
Note: Data based on management estimates, trade publications and other public sources as of 9/30/2016 and include both commercial and business broadband connected aircraft where specified

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## Commercial Aviation



## Business Aviation



Note: Data based on management estimates, trade publications and other public sources as of 9/30/2016 and include both commercial and business broadband connected aircraft where specified

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## 2016 Airline Wins

AIR CANADA 

 DELTA

IAG INTERNATIONAL AIRLINES GROUP

BRITISH AIRWAYS 

IBERIA 

American Airlines 

AIRFRANCE  KLM

## Network Technology

- **2Ku** – industry leading satellite-based connectivity launched and flying on 50 aircraft
- **Next generation ATG** technology announced
- Satellite **capacity secured** on Intelsat and SES satellites
- Next generation modem announced, expected in 2017

## Aircraft Operations<sup>1</sup>

- **1,000** CA aircraft awarded for 2Ku in 2016 alone
- **2,629** CA aircraft online, **~700** installs and upgrades YTD
- **3,974** BA broadband aircraft online, **~500** aircraft installs YTD

1) YTD Performance is as of 9/30/2016, except for 2Ku aircraft awards, which is as of 11/3/2016

Who We Are



Competitive Advantage

Strong Execution And Path To Profitability

Why Invest In Gogo



# KEY DIFFERENTIATORS DRIVE INDUSTRY LEADERSHIP



## NETWORK TECHNOLOGY

- Leading ATG & 2Ku platforms
- Superior reliability and redundancy

## AIRCRAFT OPERATIONS

- Airline support on four continents
- 1,000+ annual installations<sup>1</sup>
- Large and growing STC portfolio

## PRODUCT & SERVICE PLATFORMS

- In-flight connectivity
- Wireless video entertainment
- Connected aircraft platforms

## INDUSTRY LEADERSHIP

- **91% BA North American and 53% CA global market share<sup>2</sup>**

1) Based on net installations of CA and BA aircraft for the year ended December 31, 2015.

2) Based on management estimates, public filings and trade publications of broadband IFC installations as of 9/30/2016

# LEADING TECHNOLOGY PLATFORMS FOR ALL AIRCRAFT



## Global – Satellite



2Ku

- Global Coverage
- Satellite Network Redundancy
- High Speed & Capacity
- Live TV

Addressable Aircraft<sup>2</sup>

**~18,000**

## North America – Air-To-Ground



ATG, ATG-4



Next Gen ATG<sup>1</sup>

- North American Coverage
- Overnight Installs
- High Speed & Low Latency
- Light Weight

Addressable Aircraft<sup>3</sup>

**~22,000**

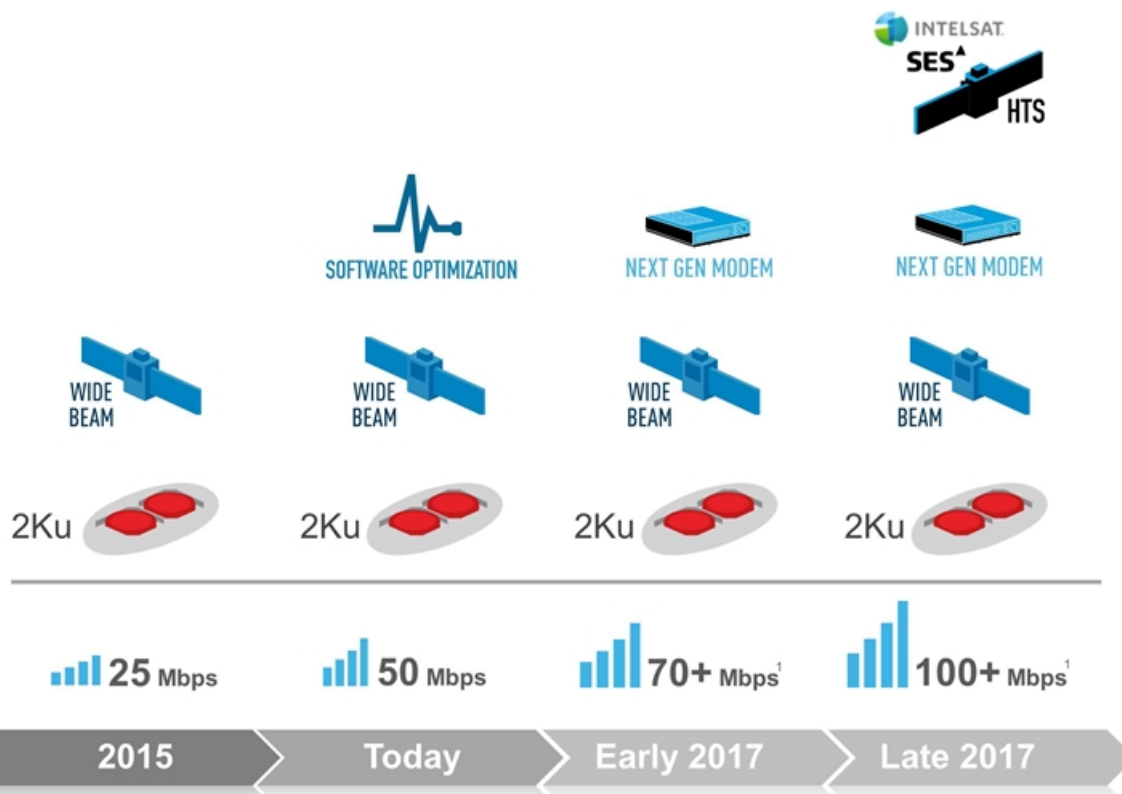
1) Next Gen ATG expected to be available in 2018 and expected to deliver 100 Mbps

2) Global commercial aircraft estimate from Boeing Market Outlook 2016-2035, excluding regional jets

3) Includes North American business jets and turboprops estimate from JetNet iQ Report Q4 2015 and commercial regional jets from Boeing Market Outlook 2016-2035 and management estimates



# 2Ku BRINGS 100+ Mbps GLOBALLY IN 2017



1) Expected results and availability based on management estimates

# NEXT GEN ATG BRINGS 100+ Mbps TO NORTH AMERICA IN 2018



ATG

ATG-4

Next Gen ATG



3 Mbps

10 Mbps

100+<sup>1</sup> Mbps

2008

2012

2018

- **Uniquely integrates** licensed and unlicensed spectrum
- **Leverages** existing ground and airborne infrastructure
- **Overnight** installation
- **Targeted** for smaller aircraft

1) Expected results and availability based on management estimates

# LEADING GLOBAL OPERATIONAL CAPABILITIES



	9/30/16	10/31/16	2017E <sup>1</sup>
2Ku Cumulative Aircraft Installs	14	<b>45</b>	500+
2Ku STCs	8	<b>10</b>	30+
2Ku Installation Lines	12	<b>12</b>	40+
Days To Install 2Ku	8	<b>3½</b>	<3
Annual 2Ku Install Capacity	50	<b>360</b>	750+
Global Maintenance Locations	33	<b>33</b>	45
First 2Ku OEM Installation			✓

1) As reported in Investor Presentation (8-K filed 11/7/16)

Who We Are

Competitive Advantage



**Strong Execution And Path To Profitability**

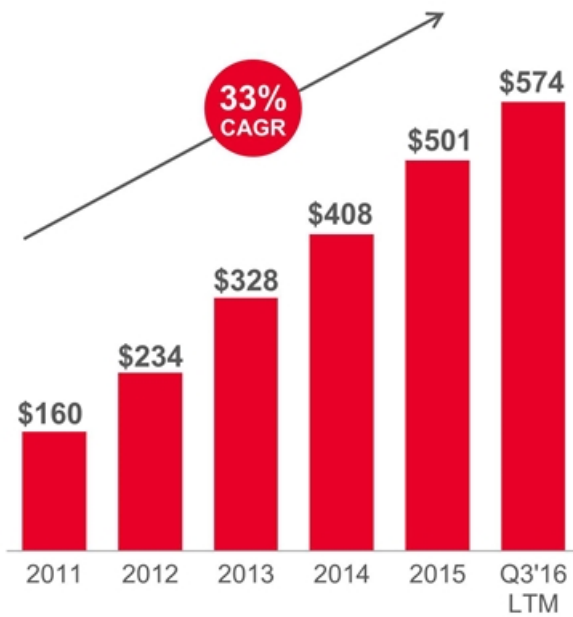
Why Invest In Gogo



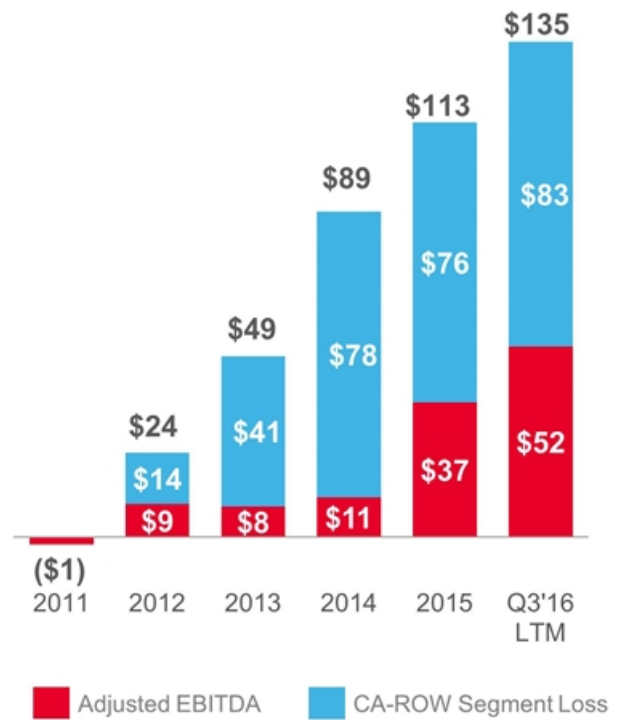
# STRONG REVENUE AND PROFITABILITY GROWTH



## Revenue (\$M)



## Adjusted EBITDA<sup>1</sup> (\$M)



Note: Minor differences exist due to rounding  
 1) Please see reconciliation of Adjusted EBITDA in appendix

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# PROFITABILITY PATH FOR ALL SEGMENTS



## PROFITABILITY DRIVERS

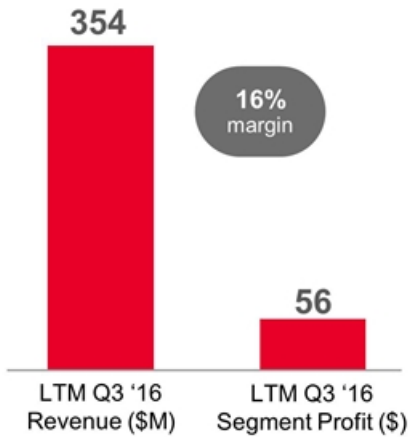
More  
Bandwidth

More  
Aircraft

More  
Aircraft

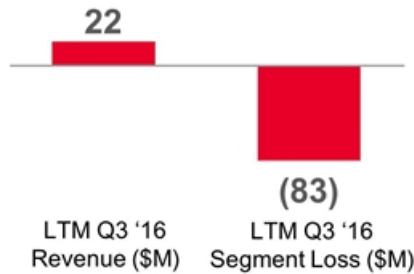
### CA-NA

2,629 Aircraft online  
67% Market share



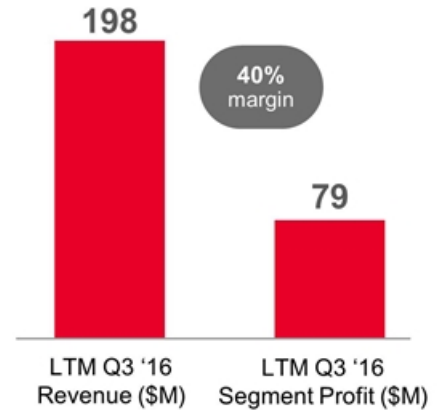
### CA-ROW

256 Aircraft online  
12% Market share  
~600 Aircraft awarded,  
but not yet installed



### BA

3,974 ATG Aircraft online  
91% Market share



Note: Revenue and Segment Profit/Loss figures are LTM as of 9/30/16

Note: Aircraft online and aircraft backlog, which refers to aircraft awarded, but not yet installed, are as of 9/30/2016

Note: Note market share is based on installed aircraft from public sources, trade publications, management estimates and other public sources as of 9/30/2016

## MORE AIRCRAFT

- Leading market share
- 1,500 2Ku awards
- High win rate

## DECLINING INVESTMENT PER AIRCRAFT

- Rapid 2Ku payback
- Declining install cost & time

## ARPA GROWTH

- Bandwidth growth
- Additional services
- Multi-payer

## MARGIN IMPROVEMENT

- More & lower cost bandwidth
- Installs in CA-ROW

Growing Shareholder Value

1

## Expand Technology Leadership

- **Extend** global 2Ku roadmap
- **Deploy** next gen ATG solution
- **Invest** in our industry leading IFC & IFE platforms

2

## Scale Globally

- **Install** 1,500 2Ku aircraft awards
- **Achieve** 2Ku OEM offerability starting in 2017
- **Increase** penetration of ATG systems in BA market

3

## Grow Shareholder Value

- **Scale** CA-ROW segment to profitability
- **Further** reduce 2Ku installation costs
- **Double** ARPA by 2021
- **Achieve** free cash flow in 2020<sup>(1)</sup>

<sup>1)</sup> Free cash flow is defined as cash flow from operating activities less consolidated capital expenditures.



Who We Are

Competitive Advantage

Strong Execution And Path To Profitability

Why Invest In Gogo



# DIVERSE CAPITAL STRUCTURE BACKED BY VALUABLE ASSETS



## CAPITALIZATION (\$M)

Cash, Cash Equivalents, and Short Term Investments <sup>1</sup>	486
<i>Senior Secured Notes<sup>1</sup></i>	525
<i>Convertible Notes<sup>1</sup></i>	362
Total Debt	887
<b>Net Debt</b>	<b>401</b>
<b>Market Value<sup>2</sup></b>	<b>803</b>

## VALUABLE ASSETS



**~7,000 Broadband Aircraft Online<sup>1</sup>**



**Profitable North American Business**



**Intellectual Property Portfolio (Superior Network Capabilities)**



**Embedded Aviation Industry Relationships**



**1,000+ Highly Specialized, Talented Workforce**



**Valuable 850MHz Spectrum**

Note: Minor differences exist due to rounding

1) As of 9/30/2016

2) Based on stock price of \$9.31 per share on 11/28/16

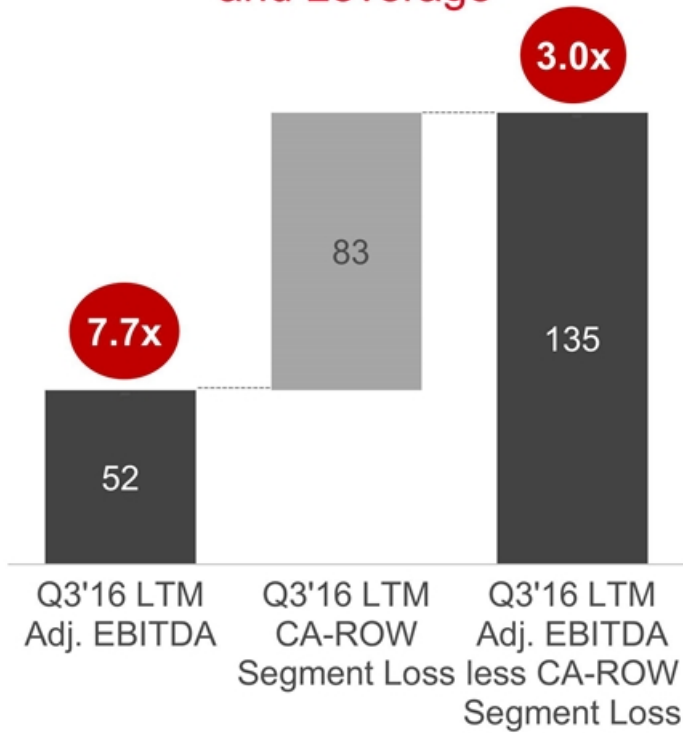
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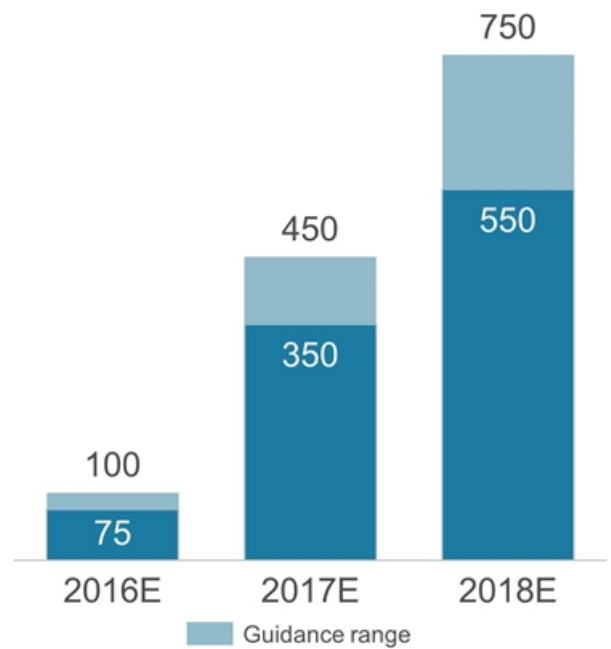
# LEVERAGE EXPECTED TO DECLINE AS 2KU AWARDED AIRCRAFT ARE INSTALLED



## Adjusted EBITDA<sup>1</sup> (\$M) and Leverage



## 2Ku Installation Guidance<sup>2</sup>



**1,500+ 2Ku awarded but not yet installed**

Note: Minor differences exist due to rounding  
 1) Please see reconciliation of Adjusted EBITDA in appendix  
 2) As provided during Analyst Day on 9/29/16

- ▲ **Leading Position, Experience & Scale**
- ▲ **Large Growth Opportunity**
- ▲ **Technology Leadership**
- ▲ **High Barriers to Entry**
- ▲ **Clear Path to Free Cash Flow**

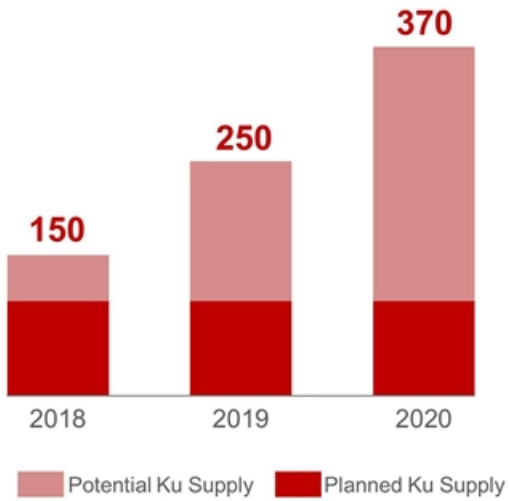
# Appendix



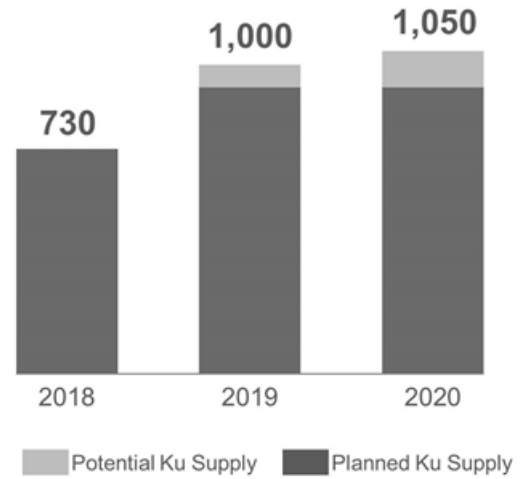
# KU ECOSYSTEM PROVIDES LARGE AND GROWING GLOBAL CAPACITY



### North American Ku Bandwidth Supply (Gbps)<sup>1</sup>



### Global Ku Bandwidth Supply (Gbps)<sup>1</sup>



<sup>1</sup> Based on estimates by satellite capacity providers  
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# 2Ku: PROPRIETARY SOLUTION THAT STANDS APART FROM THE COMPETITION



## 2Ku Differentiators



Open Architecture



Reliability



Speed



Capacity



Cost



Coverage



Aero Performance

		ANTENNA	
		2Ku	Gimbaled
SATELLITE	Ka (2 to 5 in orbit) <sup>1</sup>		 
	Ku (~180 in orbit) <sup>2</sup>		 

**Record market acceptance, 1,500 awarded aircraft,  
brings reliable connectivity to aircraft around the world**

1) Based on management estimates and include satellites operated by Inmarsat, Viasat, Eutelsat, and Yahsat as of 12/31/2015. We estimate that there are approximately 10 Ka satellites in the world, but due to lack of interoperability between Ka satellite providers, only 2 to 5 can currently be used for a given Ka antenna.

2) Based on management estimates and include satellites operated by SES, Intelsat, Eutelsat, Echostar, and Telesat as of 12/31/2015

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# GOGO INSTALLED & AWARDED AIRCRAFT

AS OF 9/30/2016



Aircraft Online	CA-NA	CA-ROW	Total
ATG Aircraft Online	1,102	-	1,102
ATG-4 Aircraft Online	1,513	-	1,513
Ku Aircraft Online	-	255	255
2Ku Aircraft Online	14	1	15
<b>Total Aircraft Online</b>	<b>2,629</b>	<b>256</b>	<b>2,885</b>

Awarded But Not Yet Installed Aircraft <sup>1</sup>	CA-NA	CA-ROW	Total
ATG & ATG-4 awarded but not yet installed aircraft	90	-	90
2Ku awarded but not yet installed aircraft	80	620	700
<b>Total Awarded But Not Yet Installed Aircraft</b>	<b>170</b>	<b>620</b>	<b>790</b>

<b>Total Aircraft Online and Awarded But Not Yet Installed Aircraft</b>	<b>2,799</b>	<b>876</b>	<b>3,675</b>
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2Ku Aircraft Online & Awarded But Not Yet Installed <sup>1</sup>	CA-NA	CA-ROW	Total
2Ku Aircraft Online	14	1	15
2Ku awarded but not yet installed, aircraft conversions	800	-	800
2Ku awarded but not yet installed, new aircraft	80	620	700
<b>Total 2Ku Aircraft Online and Awarded But Not Yet Installed Aircraft</b>	<b>894</b>	<b>621</b>	<b>1,500</b>

1) All figures are as of 9/30/2016. Awarded but not yet installed figures are approximate and differences may exist due to rounding.  
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# ADJUSTED EBITDA RECONCILIATION (\$M)



	2011	2012	2013	2014	2015	2015 Q4	2016 Q1	2016 Q2	2016 Q3
<b>Net Income</b>	(18)	(96)	(146)	(85)	(108)	(34)	(24)	(40)	(33)
Interest Income	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(1)
Interest Expense	1	9	29	33	59	16	16	18	25
Income Tax Provision	1	1	1	1	1	–	–	–	–
Depreciation & Amortization	33	37	56	64	87	25	24	25	27
<b>EBITDA</b>	<b>16</b>	<b>(49)</b>	<b>(60)</b>	<b>14</b>	<b>39</b>	<b>8</b>	<b>17</b>	<b>2</b>	<b>18</b>
Fair Value Derivative Adjustments	(59)	(10)	36	–	–	–	–	–	–
Class A and Class B Senior Convertible Preferred Stock Return	31	52	29	–	–	–	–	–	–
Accretion of Preferred Stock	10	10	5	–	–	–	–	–	–
Stock-based Compensation Expense	2	4	6	10	15	4	4	4	5
Amortization of Deferred Airborne Lease Incentives	(1)	(4)	(8)	(13)	(20)	(6)	(6)	(7)	(8)
Loss on Extinguishment of Debt	–	–	–	–	–	–	–	15	–
Adjustment of deferred financing costs	–	5	–	–	2	2	(1)	–	–
<b>Adjusted EBITDA</b>	<b>(1)</b>	<b>9</b>	<b>8</b>	<b>11</b>	<b>37</b>	<b>8</b>	<b>14</b>	<b>14</b>	<b>15</b>

Note: Minor differences exist due to rounding  
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