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

FORM 8-K

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

Date of Report (Date of earliest event reported): September 6, 2017

GOGO INC.

(Exact name of registrant as specified in its charter)

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)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 7.01 **REGULATION FD DISCLOSURE.**

Representatives of Gogo Inc. (the “Company”) will use the attached presentation in various meetings with investors from time to time, including on September 6, 2017, when Michael Small, Gogo’s President and Chief Executive Officer, will be participating in the Cowen Transportation Conference in Boston at 2:45 p.m. Eastern Time.

Item 9.01 **FINANCIAL STATEMENTS AND 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/ Marguerite M. Elias
Marguerite M. Elias
Executive Vice President and
General Counsel

Date: September 6, 2017

99.1 [Investor Presentation](#)



Investor Presentation

September 2017



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 filings with the SEC, including its 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.

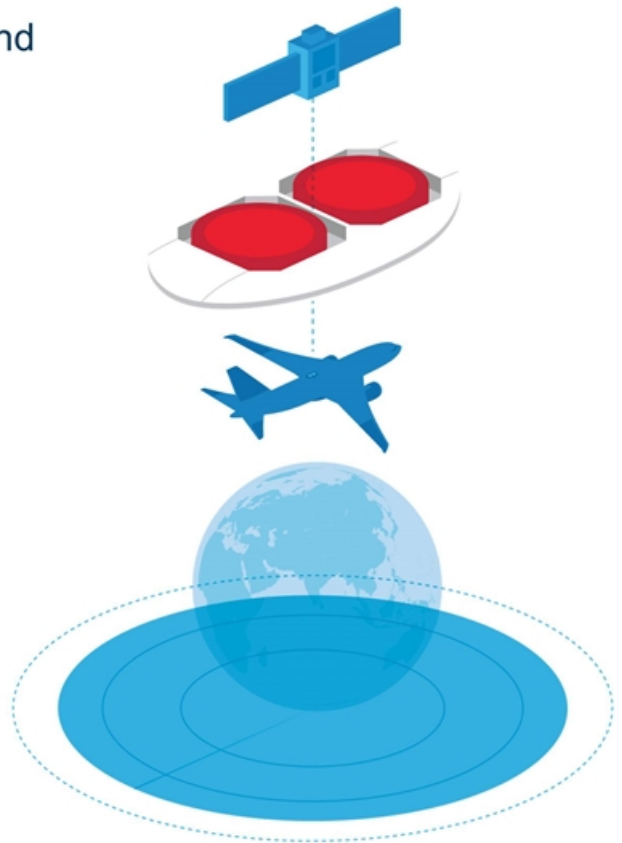
In addition, this presentation contains various customer metrics and operating data, including numbers of aircraft or units online, that are based on internal company data, as well as information relating to the commercial and business aviation market, and our position within those markets. While management 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.

Gogo is the leading global provider of broadband connectivity products and services for aviation

7,500+ Broadband aircraft online¹

50% Global market share in Commercial aviation²

92% North America market share in Business aviation²



1) As of 6/30/2017
2) Based on management estimates, public filings and trade publications of broadband IFC installations as of 6/30/2017
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Network Solutions

Deliver industry-leading connectivity performance to global aviation

2Ku

Ku

Next-Gen ATG

ATG & ATG4

Software & Platform

Enable customizable experiences for passengers and support aviation operations

Passenger experience

-Internet, GGV

Operational Apps

Open architecture

Support Services

Install, monitor, manage and maintain connectivity solutions

Installation

Certification

Operations

Maintenance

Inflight live customer care

24-hr network monitoring

Business intelligence/analytics

Market opportunity

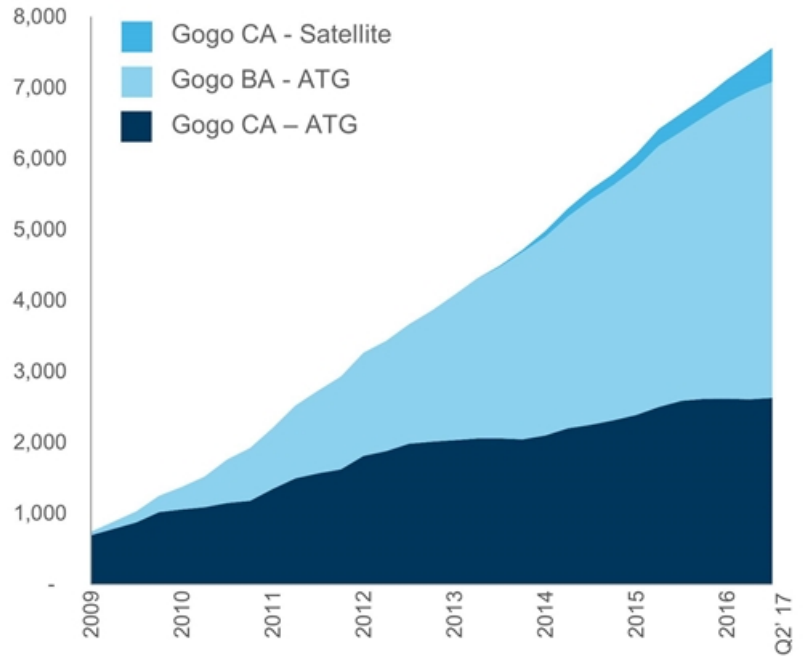
Commercial aviation

~10,000 uncommitted aircraft today
~2,000 new aircraft delivered per year

Business aviation

~25,000 aircraft without broadband today
~1,000 new aircraft delivered per year

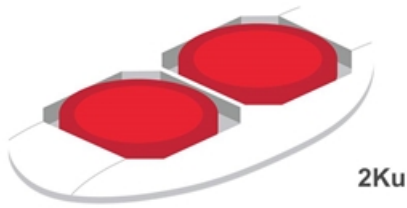
Number of aircraft online



Note: Data based on management estimates, trade publications, Boeing Current Market Outlook 2016-2035, JetNet IQ Report Q1 2017, and other public sources as of 6/30/2017 and includes both commercial and business broadband connected aircraft where specified
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Global – Satellite

Addressable Aircraft



- 100+ Mbps and global coverage
- High availability
- Network Redundancy
- Live TV
- Flying on 250+ aircraft globally

~18,000⁽²⁾

North America – Air-To-Ground



ATG, ATG-4



Next Gen ATG⁽¹⁾

- North American Coverage
- Overnight Installs
- High Speed & Low Latency
- Light Weight
- Next Gen ATG availability expected in 2018

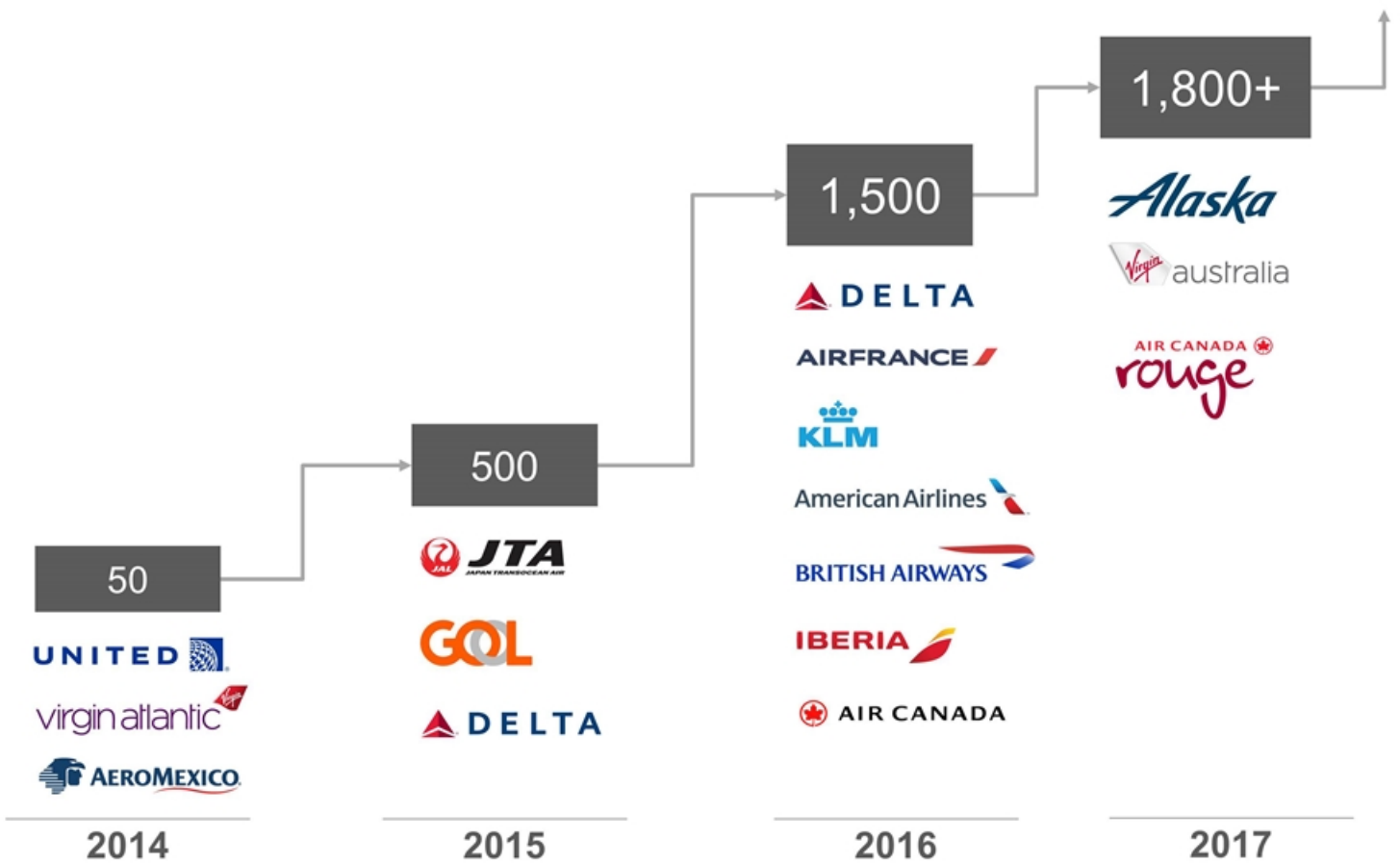
~22,000⁽³⁾

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 Q1 2017 and commercial regional jets from Boeing Market Outlook 2016-2035 and management estimates

Growing satellite aircraft connectivity awards



Note: 2Ku awards include both signed contracts and letters of intent
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High speed, everywhere, all the time

15⁺

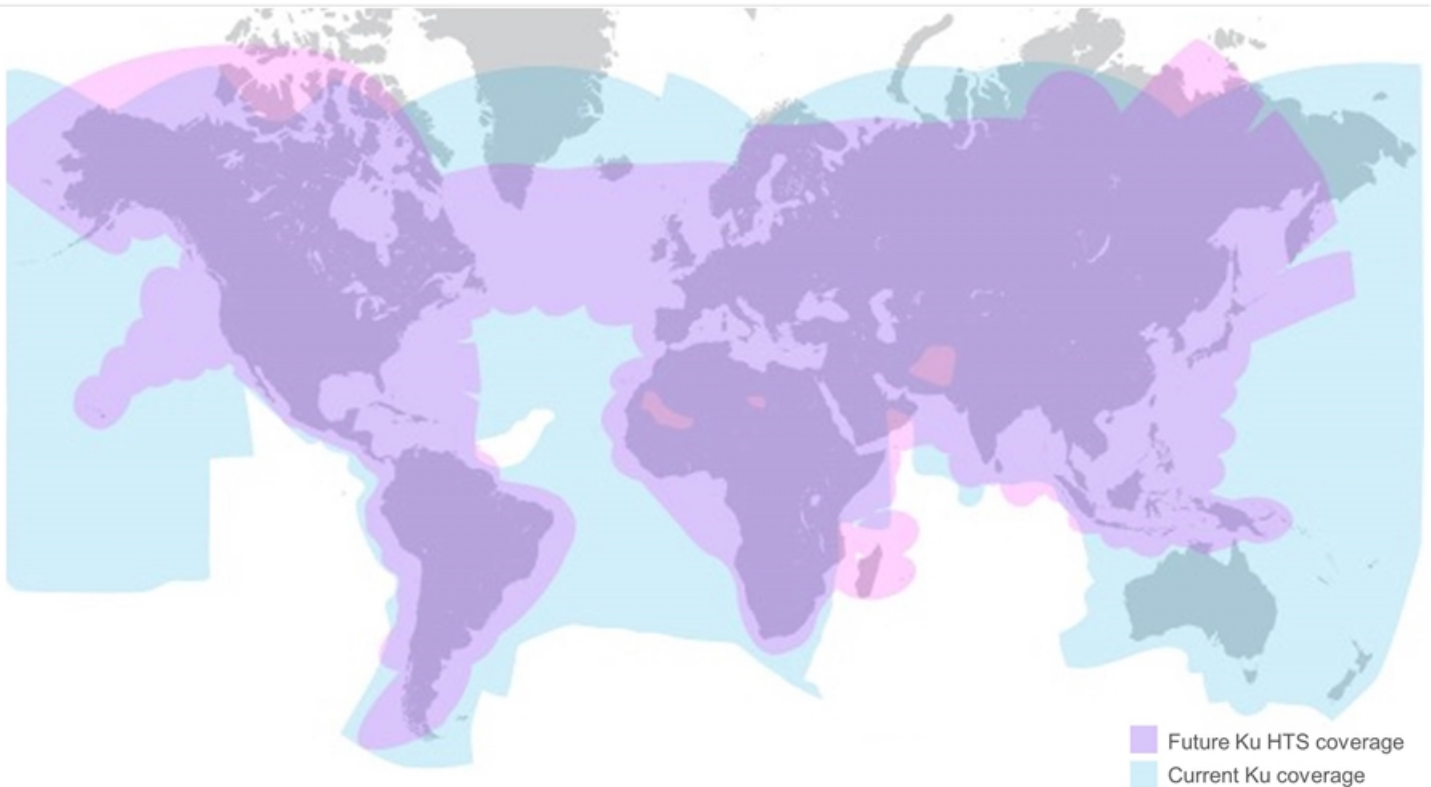
Mbps per passenger

98[%]

**coverage of
global flight hours**

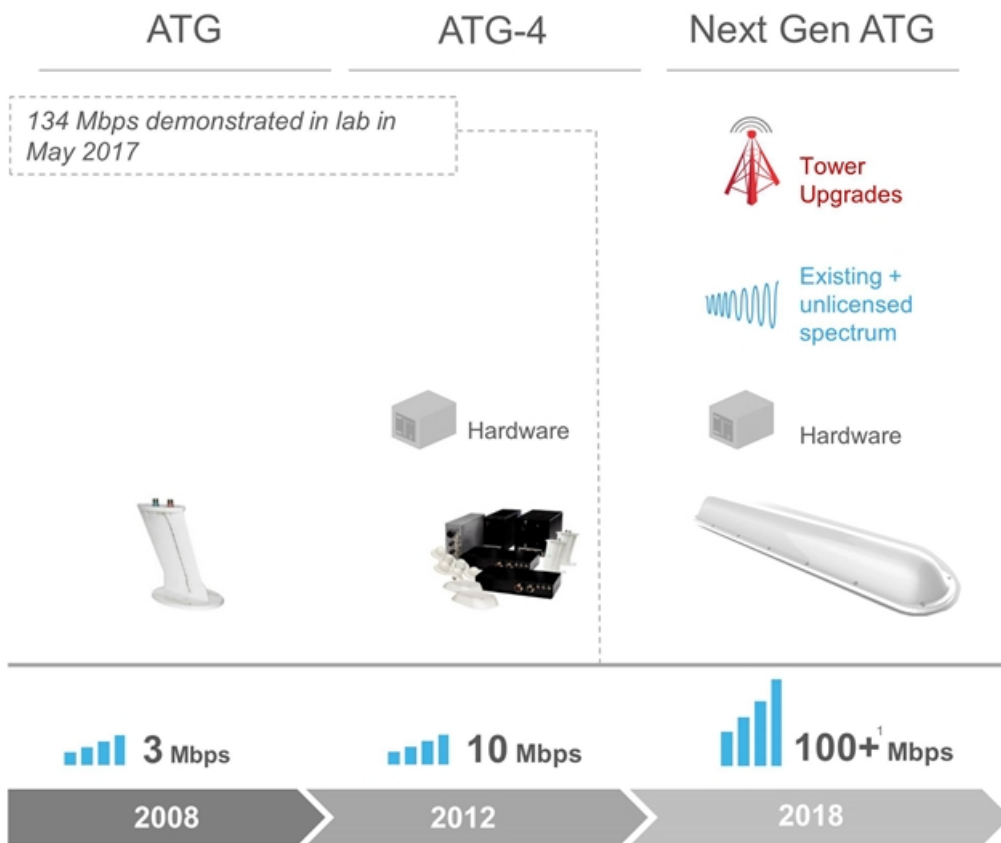
98[%]

service availability



- **Access to most global satellite capacity including HTS**
- **Ability to integrate next generation satellite constellations seamlessly**
- **Providing capacity when and where airline partners need it**

Next Gen ATG brings 100+ Mbps to North America in 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
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Large Jets

~3,000 Aircraft



Medium Jets

~4,000 Aircraft*



Light Jets

~5,000 Aircraft

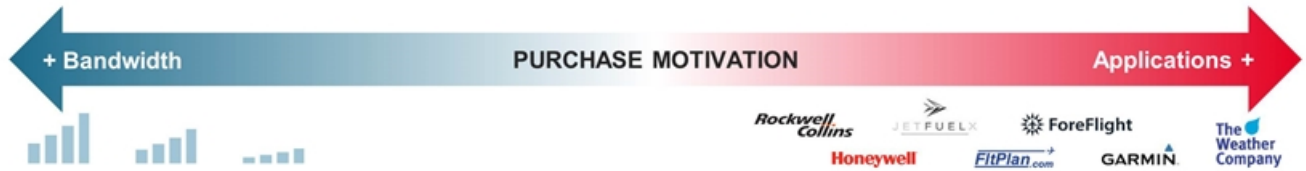


Turboprops

~8,500 Aircraft*



REGIONAL:	ATG/4G/ Next Gen ATG	ATG/4G/ Next Gen ATG	ATG/4G	ATG/4G/ Next Gen ATG
GLOBAL:	JX/SBB	SBB	SBB	SBB

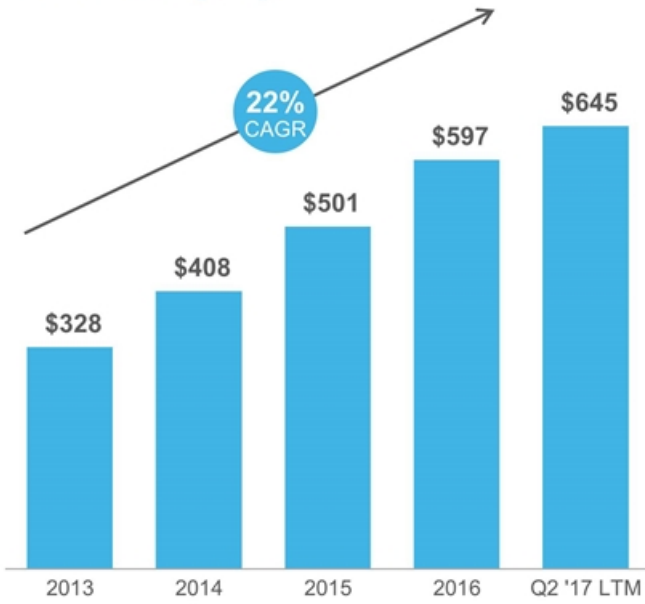


* Source: JetNet IQ Report Q1 2017 and Gogo estimates as of June 2016
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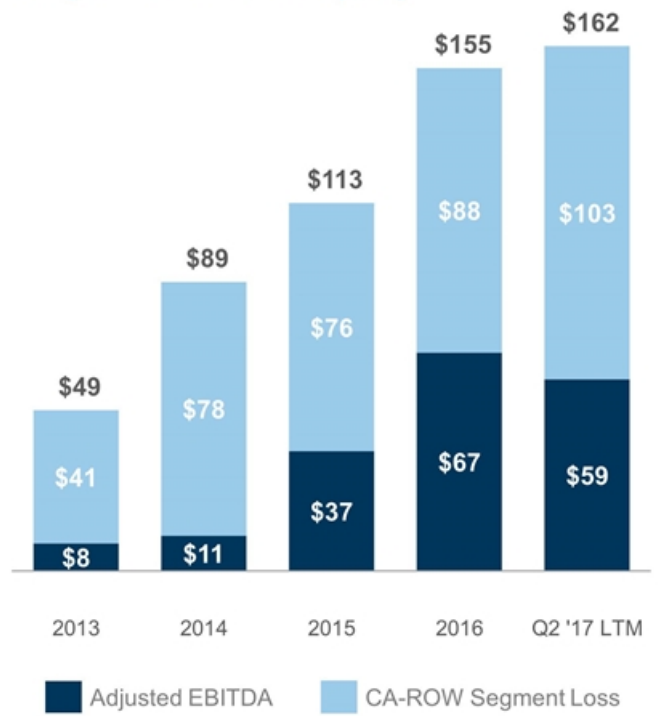
Strong revenue and profitability growth



Revenue (\$M)



Adjusted EBITDA (\$M)⁽¹⁾



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

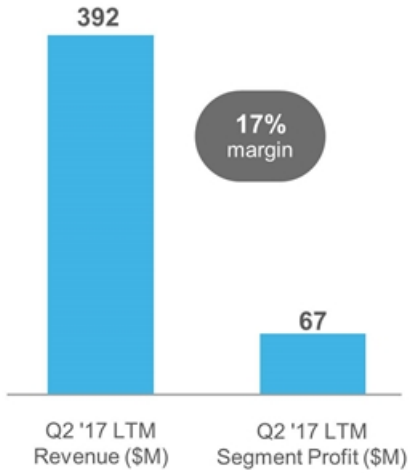


PROFITABILITY DRIVERS

MORE BANDWIDTH

CA-NA

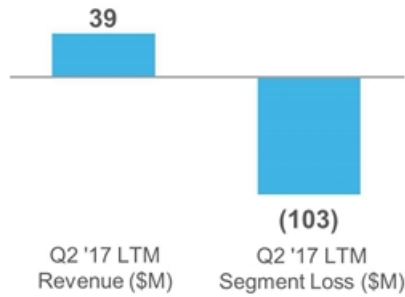
2,791 Aircraft Online
66% Market Share



MORE AIRCRAFT

CA-ROW

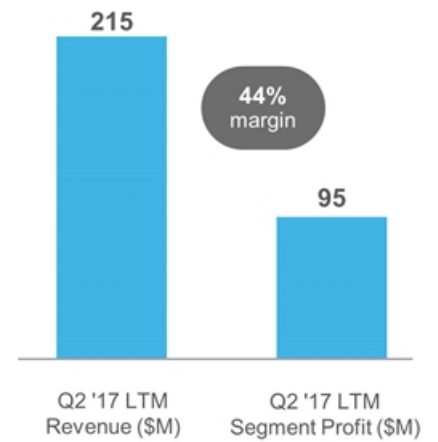
318 Aircraft Online
13% Market Share
~620 Awarded but not yet installed aircraft



MORE AIRCRAFT

BA

4,453 ATG Aircraft Online
92% Market Share



Note: Aircraft online and aircraft backlog, which refers to aircraft awarded, but not yet installed, are as of 6/30/2017
Note: Note market share is based on installed aircraft from public sources, trade publications, management estimates and other public sources as of 6/30/2017
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1

Expand technology leadership

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

2

Scale globally

- Install 2Ku aircraft awards efficiently and aggressively
- Achieve 2Ku OEM offerability starting in 2017
- Increase penetration of ATG and 2Ku in BA market

3

Achieve profitability

- Scale CA-ROW segment to profitability
- Further reduce 2Ku installation costs
- Double ARPA by 2021 from Q3 2016 level
- Achieve free cash flow in 2019⁽¹⁾

(1) Free cash flow is defined as cash flow from operating activities less consolidated capital expenditures.
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- Leading position, experience & scale
- Large opportunities for growth
- Technology leadership
- Clear path to free cash flow



Appendix



MORE AIRCRAFT

- Significant backlog
- Growing market
- Leading market share

DECLINING INVESTMENT PER AIRCRAFT

- Decreasing installation time
- Lower airborne equipment costs
- Higher airborne equipment proceeds
- Leverage STC portfolio

ARPA GROWTH

- Increase network capacity
- Expand payers and services
- Increase passenger adoption
- Enable connected aircraft services

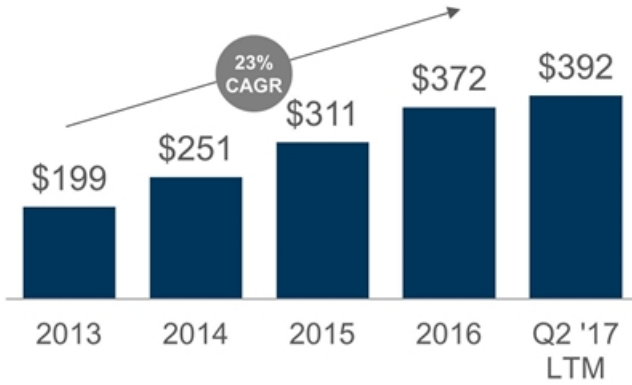
MARGIN IMPROVEMENT

- Drive bandwidth costs down
- Leverage investments in global network & operations

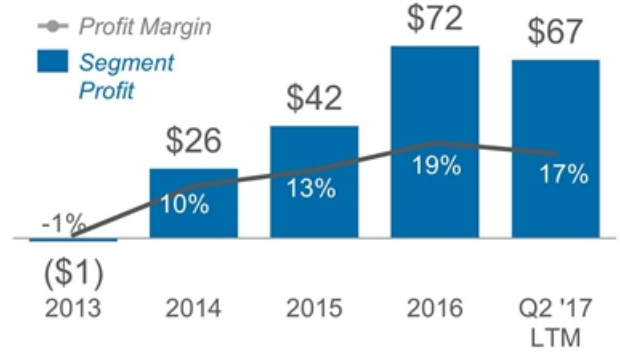
Growing Shareholder Value



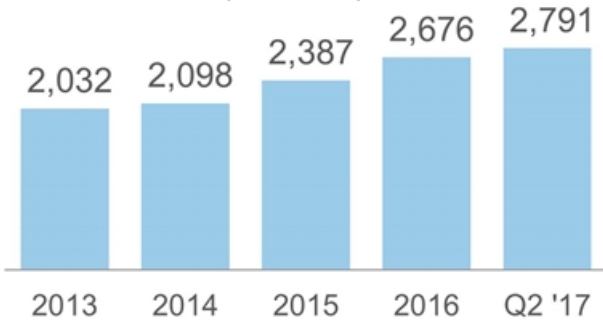
Revenue (\$M)



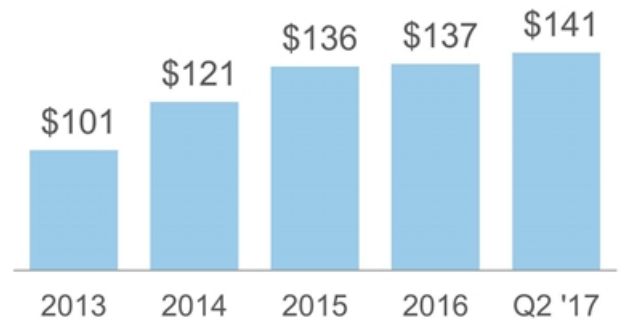
Segment Profit (\$M)



Aircraft Online (End of Period)



Annualized ARPA⁽¹⁾ (\$k)

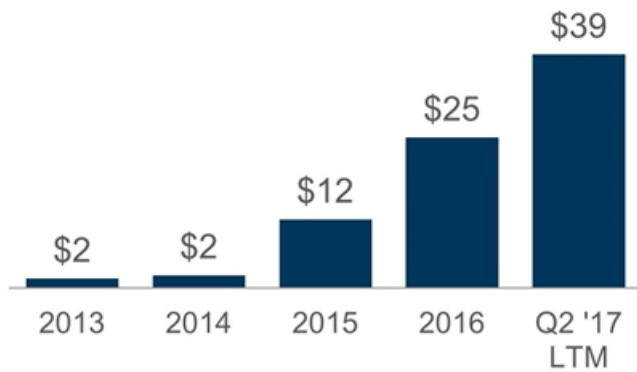


Note: Minor differences may exist due to rounding.
 (1) For 2011 and 2013 ARPA is based on aircraft online and for 2015 and 2016 ARPA is based on aircraft online equivalent.
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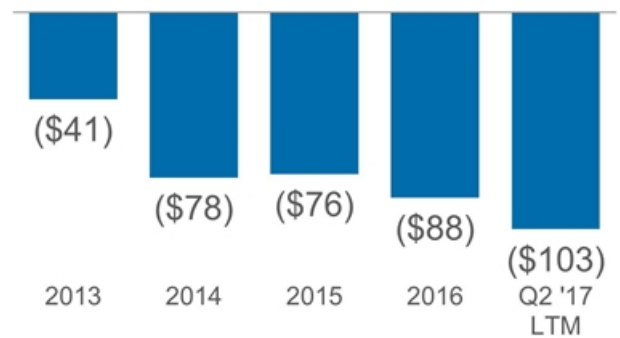
CA-ROW: Strong ARPA growth and increased aircraft online



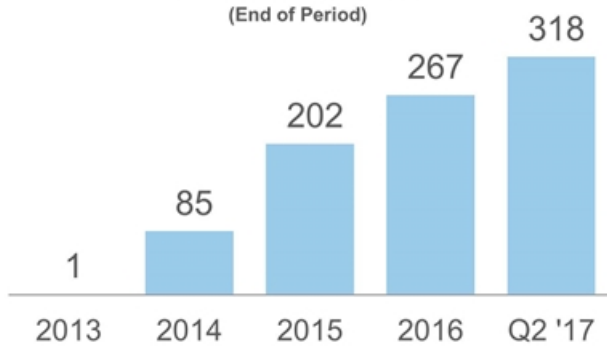
Revenue (\$M)



Segment Loss (\$M)



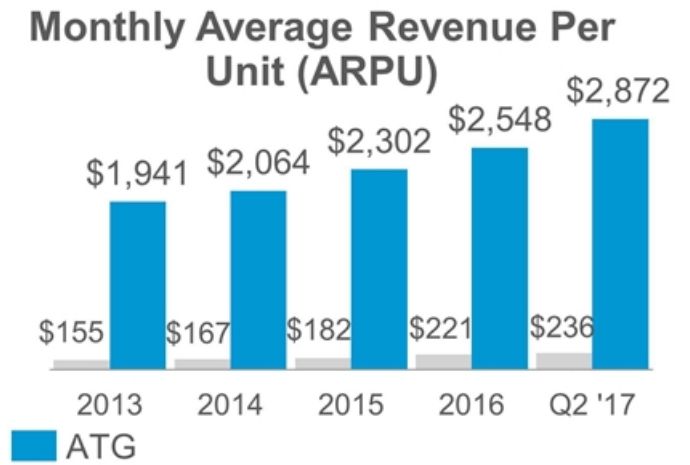
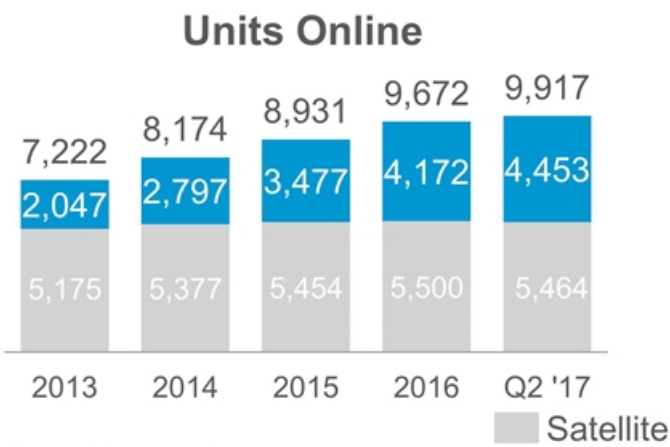
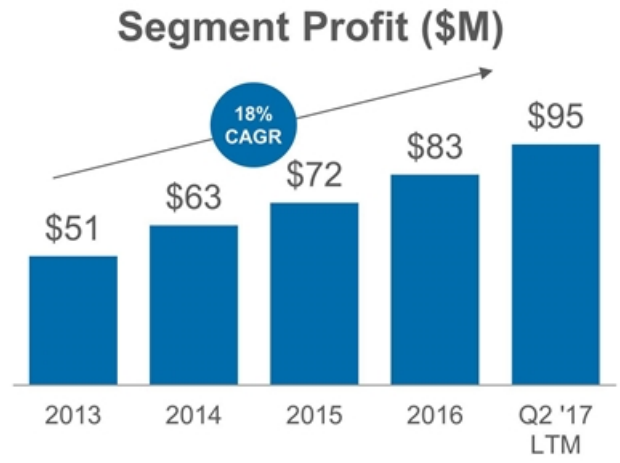
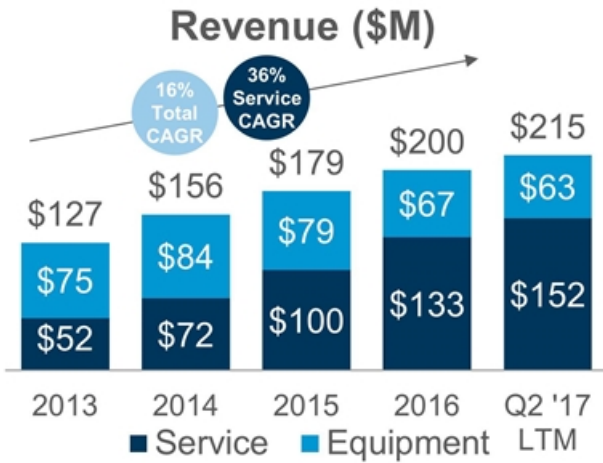
Aircraft Online (End of Period)



Annualized ARPA⁽¹⁾ (\$k)



Note: Minor differences may exist due to rounding.
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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) ⁽¹⁾		
	Ku (~180 in orbit today) ⁽²⁾		

Record market acceptance, 1,800+ 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 6/30/2017. 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 6/30/2017

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Gogo installed and awarded aircraft

Gogo Aircraft Online & Awarded Aircraft

Aircraft Online	CA-NA	CA-ROW	Total
ATG Aircraft Online ¹	845	-	845
ATG-4 Aircraft Online	1,783	-	1,783
Ku Aircraft Online	-	261	261
2Ku Aircraft Online	163	57	220
Total Aircraft Online	2,791	318	3,109

2Ku Aircraft Installed & Awarded But Not Yet Installed ¹			
2Ku aircraft installed	164	62	226
2Ku awarded but not yet installed, aircraft conversions	880	-	880
2Ku awarded but not yet installed, new aircraft	110	620	730
Total 2Ku Aircraft Installed and Awarded But Not Yet Installed	1,154	682	1,800+

¹ Aircraft online and 2Ku aircraft installed figures are as of 6/30/2017. 2Ku aircraft awards are current as of 8/22/2017. Awarded but not yet installed figures are approximate.

Note: On May 27, 2016, we entered into a letter agreement with American Airlines whereby American exercised its option to terminate its agreement with Gogo on approximately 550 Gogo-installed mainline aircraft and we currently expect such aircraft to be deinstalled or retired over the next several years.

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Adjusted EBITDA reconciliation (\$M)



	2011	2012	2013	2014	2015	2016	2016 Q2	2016 Q3	2016 Q4	2017 Q1	2017 Q2
Net Income	(18)	(96)	(146)	(85)	(108)	(125)	(40)	(33)	(27)	(41)	(44)
Interest Income	(0)	(0)	(0)	(0)	(0)	(2)	(0)	(1)	(1)	(1)	(1)
Interest Expense	1	9	29	33	59	84	18	25	25	27	27
Income Tax Provision	1	1	1	1	1	1					
Depreciation & Amortization	33	37	56	64	87	106	25	27	30	30	31
EBITDA	16	(49)	(60)	14	39	64	2	18	27	16	13
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	18	4	5	5	4	5
Amortization of Deferred Airborne Lease Incentives	(1)	(4)	(8)	(13)	(20)	(30)	(7)	(8)	(9)	(9)	(9)
Loss on Extinguishment of Debt	-	-	-	-	-	15	15	-	-	-	-
Adjustment of deferred financing costs	-	5	-	-	2	(1)	-	-	-	-	-
Adjusted EBITDA	(1)	9	8	11	37	67	14	15	23	11	10

Note: Minor differences exist due to rounding
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