

**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): June 9, 2023 (June 6, 2023)**

**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.)

**105 Edgeview Dr., Suite 300  
Broomfield, CO**  
(Address of principal executive offices)

**80021**  
(Zip Code)

Registrant's telephone number, including area code:  
**303-301-3271**

**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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, par value \$0.0001 per share</b>	<b>GOGO</b>	<b>NASDAQ Global Select Market</b>
<b>Preferred Stock Purchase Rights</b>	<b>GOGO</b>	<b>NASDAQ Global Select Market</b>

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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 6, 2023, Gogo Inc. (the “Company”) held its 2023 annual meeting of stockholders (the “Annual Meeting”). Stockholders representing 116,821,537 shares, or 90.9%, of the Company’s common stock outstanding as of the April 13, 2023 record date were present in person or were represented at the meeting by proxy. Each proposal subject to a vote at the Annual Meeting was described in detail in the Company’s 2023 Proxy Statement dated April 27, 2023. At the Annual Meeting, three items were acted upon by the stockholders. Final voting results are shown below.

**PROPOSAL 1**  
**ELECTION OF DIRECTORS**

Stockholders elected each of the following Class I directors to serve a three-year term expiring at the Company’s 2026 annual meeting of stockholders or until their successors are duly elected and qualified.

<b>NOMINEE</b>	<b>FOR</b>	<b>WITHHOLD</b>	<b>BROKER NON-VOTES</b>
Hugh W. Jones	86,951,087	18,568,943	11,301,507
Oakleigh Thorne	97,447,264	8,072,766	11,301,507
Charles C. Townsend	98,140,078	7,379,952	11,301,507

**PROPOSAL 2**  
**ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

Stockholders approved the non-binding advisory resolution approving 2022 executive compensation.

<b>VOTES FOR</b>	104,571,133
<b>VOTES AGAINST</b>	928,730
<b>ABSTENTIONS</b>	20,167
<b>BROKER NON-VOTES</b>	11,301,507

**PROPOSAL 3**  
**RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Stockholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

<b>VOTES FOR</b>	116,426,091
<b>VOTES AGAINST</b>	368,335
<b>ABSTENTIONS</b>	27,111

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## 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 thereunto duly authorized.

GOGO INC.

By: /s/ Crystal L. Gordon

Crystal L. Gordon

Executive Vice President, General Counsel and  
Secretary

Date: June 9, 2023

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