
**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 21, 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 8.01 OTHER EVENTS

On September 20, 2017, Gogo Inc. issued a press release announcing the pricing by Gogo Intermediate Holdings LLC, a direct wholly-owned subsidiary of Gogo Inc. (“Intermediate Holdings”), and Gogo Finance Co. Inc., a direct wholly-owned subsidiary of Intermediate Holdings and an indirect wholly-owned subsidiary of Gogo Inc. (“Finance Co.”), of \$100 million aggregate principal amount of additional 12.500% Senior Secured Notes due 2022 (the “Additional Notes”). The Issuers’ 12.500% Senior Secured Notes due 2022 were previously issued in an aggregate principal amount of \$525 million on June 14, 2016 (the “Initial Notes”) and in an aggregate principal amount of \$65 million on January 3, 2017 (the “First Additional Notes” and, together with the Initial Notes, the “Previously Issued Notes” and the Previously Issued Notes, together with the Additional Notes, the “Notes”). The Additional Notes and the Previously Issued Notes will have the same terms except with respect to the issue date and issue price and will be treated as the same series for all purposes under the indenture governing the Notes, dated June 14, 2016, among Intermediate Holdings, Finance Co., the Guarantors thereto and U.S. Bank National Association, as trustee (the “Trustee”) and as collateral agent, as amended by the first supplemental indenture, dated September 20, 2017, among Intermediate Holdings, Finance Co., the Guarantors thereto and the Trustee. The Additional Notes are being offered and sold in transactions exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”).

A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

This report does not constitute an offer to sell or a solicitation of an offer to buy the Additional Notes. The Additional Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Gogo Inc., dated September 20, 2017

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/ Barry Rowan

Barry Rowan

Executive Vice President and Chief Financial
Officer

Date: September 21, 2017

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Gogo Inc. Announces Pricing of \$100 Million Senior Secured Notes Offering

Chicago, IL, September 20, 2017 – Gogo Inc. (“Gogo”) (NASDAQ:GOGO) announced the pricing of the previously announced private offering of \$100 million aggregate principal amount of additional 12.500% senior secured notes due 2022 (the “Additional Notes”) to be issued by its direct wholly owned subsidiary, Gogo Intermediate Holdings LLC (the “Issuer”), and its indirect wholly owned subsidiary, Gogo Finance Co. Inc. (the “Co-Issuer” and, together with the Issuer, the “Issuers”). The principal amount of the Additional Notes is \$100 million and the Additional Notes will be issued a price equal to 113% of their face value plus accrued interest from July 1, 2017 to the closing date. The offering is expected to close on September 25, 2017, subject to customary closing conditions. The Issuers’ previously issued 12.500% Senior Secured Notes due 2022 in an aggregate principal amount of \$525 million on June 14, 2016 and in an aggregate principal amount of \$65 million on January 3, 2017 (collectively, the “Previously Issued Notes”). The Additional Notes and the Previously Issued Notes will be treated as the same series for all purposes under the indenture and collateral agreements, each as amended and supplemented, that govern the Initial Notes and will govern the Additional Notes. The Additional Notes will be guaranteed on a senior secured basis by Gogo and all of the existing and future domestic restricted subsidiaries of the Issuer (other than the Co-Issuer), subject to certain exceptions (the “Guarantors”). The Additional Notes and the related guarantees will be secured by first priority liens on substantially all of the Issuers’ and the Guarantors’ assets, including pledged equity interests of the Issuers and the Guarantors.

The Issuer intends to use the net proceeds from the sale of the Additional Notes to accelerate the commercial rollout of Gogo’s next generation global satellite solution, 2Ku, for working capital and other general corporate purposes.

The Additional Notes and the guarantees will be offered in a private offering exempt from the registration requirements of the United States Securities Act of 1933, as amended (the “Securities Act”). The Additional Notes and the guarantees will be offered only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act.

The Additional Notes and the guarantees have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release is for informational purposes only and is not an offer to sell or purchase nor the solicitation of an offer to sell or purchase securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom, such an offer, solicitation or sale would be unlawful.

Forward-Looking Statements

This press release includes forward-looking statements within the meaning of the Federal Private Securities Litigation Reform Act of 1995 regarding Gogo's financing plans, including statements related to the Issuers' offering of the Additional Notes and intended use of net proceeds of the offering, that are based on management's beliefs and assumptions and on information currently available to management. Such statements are subject to certain risks and uncertainties including, without limitation, risks related to whether the Issuers will consummate the offering of the Additional Notes on the expected terms, or at all, market and other general economic conditions, whether the Issuers and the Guarantors will be able to satisfy the conditions required to close any sale of the Additional Notes, and the fact that Gogo's management will have broad discretion in the use of the proceeds from any sale of the Additional Notes. Forward-looking statements represent the beliefs and assumptions of Gogo only as of the date of this press release 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 press release, possibly to a material degree. 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 press release, investors should refer to the disclosure contained under the headings "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in Gogo's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.