
**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): May 23, 2016

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))
-
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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 May 23, 2016, when Michael Small, Gogo’s President and Chief Executive Officer, will be participating in the J.P. Morgan Global Technology, Media & Telecom Conference in Boston at 3:40 p.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: May 23, 2016

EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K

Dated May 23, 2016

99.1 Investor Presentation



Investor Presentation

May 23, 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 other filings with the Securities and Exchange Commission.

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 and Cash CapEx. These financial measures are not recognized measures under GAAP, and when analyzing our performance or liquidity, as applicable, investors should (i) use Adjusted EBITDA in addition to, and not as an alternative to, net loss attributable to common stock as a measure of operating results, and (ii) use Cash CAPEX in addition to, and not as an alternative to, consolidated capital expenditures when evaluating our liquidity.

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.

WHY INVEST IN GOGO



Leading Position, Experience & Scale

6X⁽¹⁾ more
connected aircraft
than closest
competitor

Large Growth Opportunity

~10,000⁽¹⁾
Uncommitted Aircraft
\$134,000⁽²⁾
Annualized ARPA

Competitive Advantages

Global scale
Specialize in
Connected Aircraft
Leading technology

Attractive Model

High revenue
growth
High operating
leverage



(1) Global connected commercial aircraft based on management estimates, trade publications and other public sources as of 12/31/2015

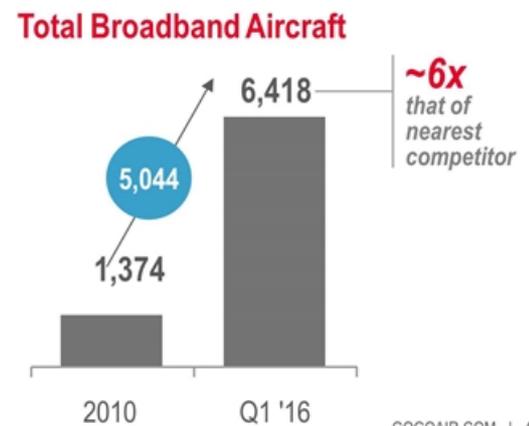
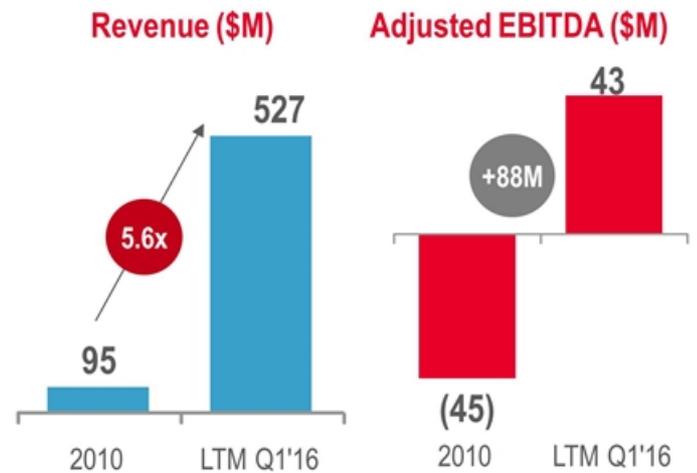
(2) ARPA is defined as the aggregate service revenue plus monthly service fees included as a reduction to cost of service revenue for that segment for the period divided by the number of months in the period, divided by the number of aircraft equivalents for that segment during the period. The number presented above is annualized based off of Q1'16 financial results and using aircraft online equivalent.

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GOGO LEADS GLOBAL AVIATION MARKET



- Gogo is the **global leader** in providing broadband connectivity and wireless entertainment to the aviation industry
- **Top tier** domestic and global airline and business jet customers
- **Uniquely qualified** to serve global aviation industry by bringing together in-flight connectivity network technology, aircraft operations and product & services platform
- **100+ patents** and industry-leading research and development
- Over 1,000 passionate and **specialized employees**

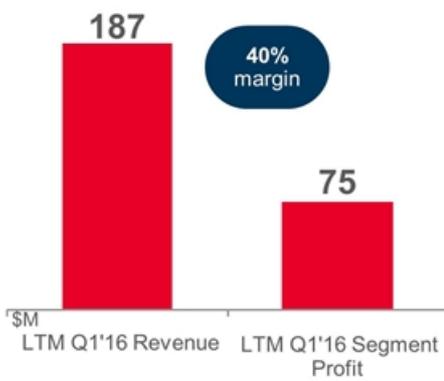


BUSINESS DEPTH AND EXPERTISE



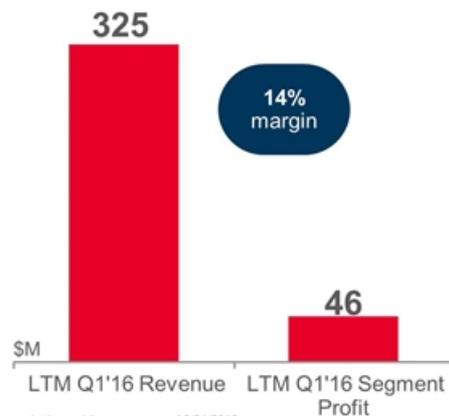
#1 Business Aviation

- Mature margins, strong revenue growth, attractive cash flow profile
- 90% market share⁽¹⁾
- Relationships with all leading original equipment manufacturers, after-market dealers, and fractional jet operators



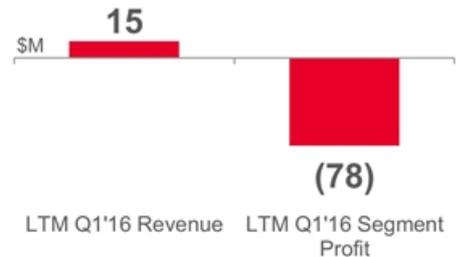
#1 Commercial Aviation – North America

- Reached scale, strong revenue growth and operating leverage, upgrading to satellite
- 67% market share⁽¹⁾
- Exclusive Air-to-Ground (ATG) broadband spectrum (4 MHz)



#2 Commercial Aviation – Rest of World

- Strong backlog, expansion mode, significant opportunity for growth
- 13% market share⁽¹⁾
- Global satellite network established – operating leverage expected with scale
- Strong market adoption with 850+ awarded aircraft⁽²⁾

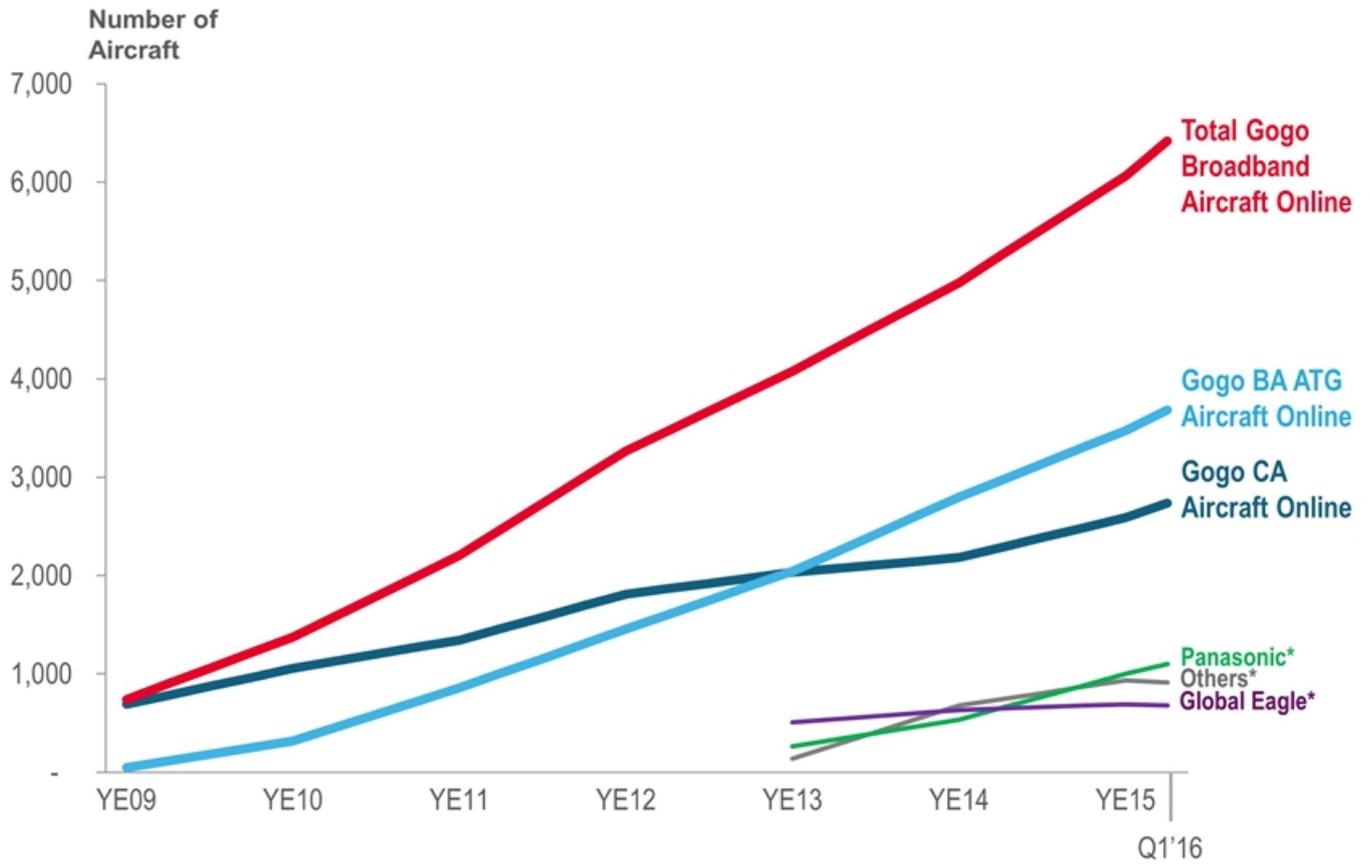


(1) Based on company reported results as well as management estimates, trade publications and other public sources as of 3/31/2016

(2) As of 5/5/2016

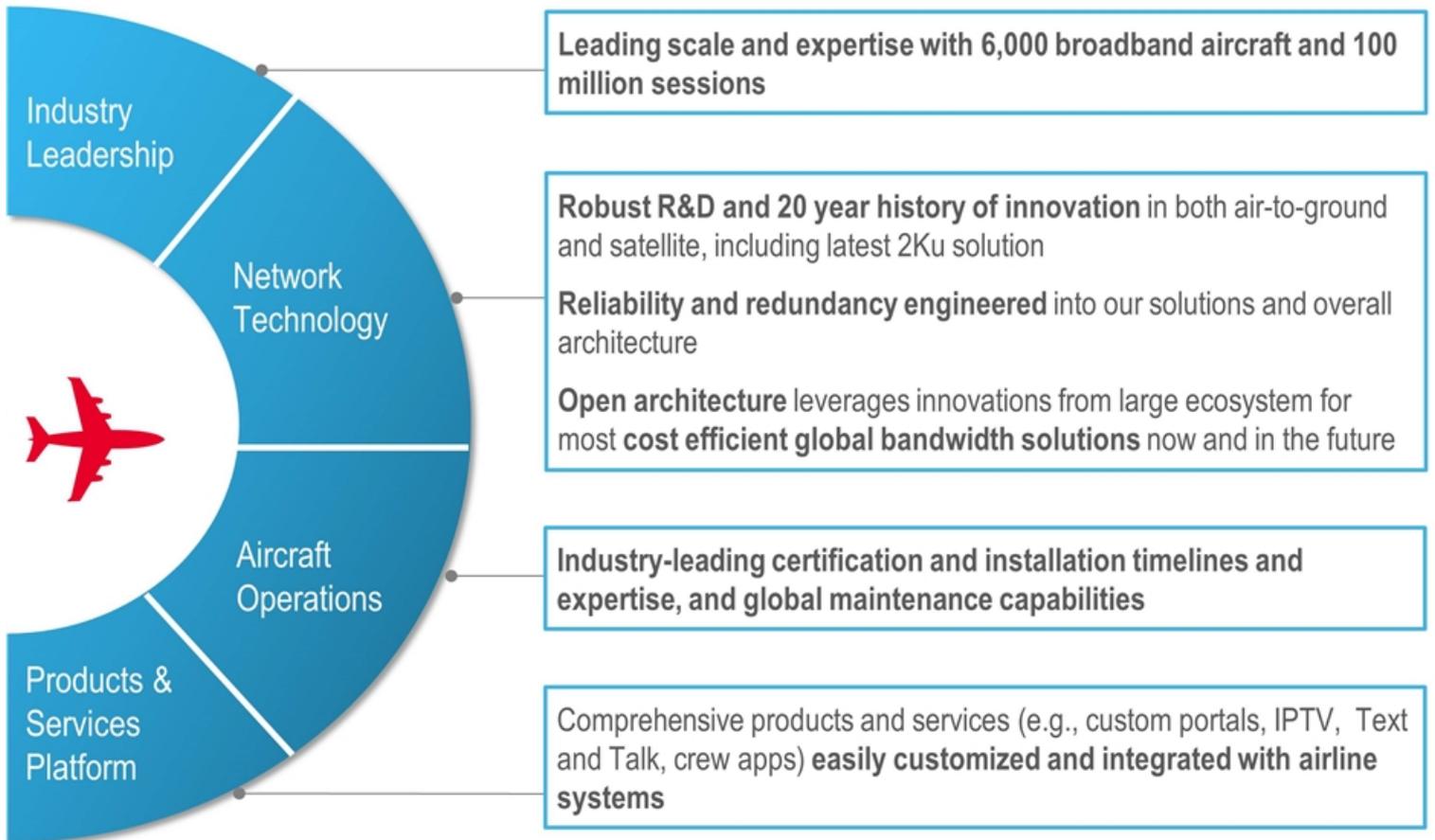
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MOST EXPERIENCE AND SCALE IN THE INDUSTRY – GLOBAL

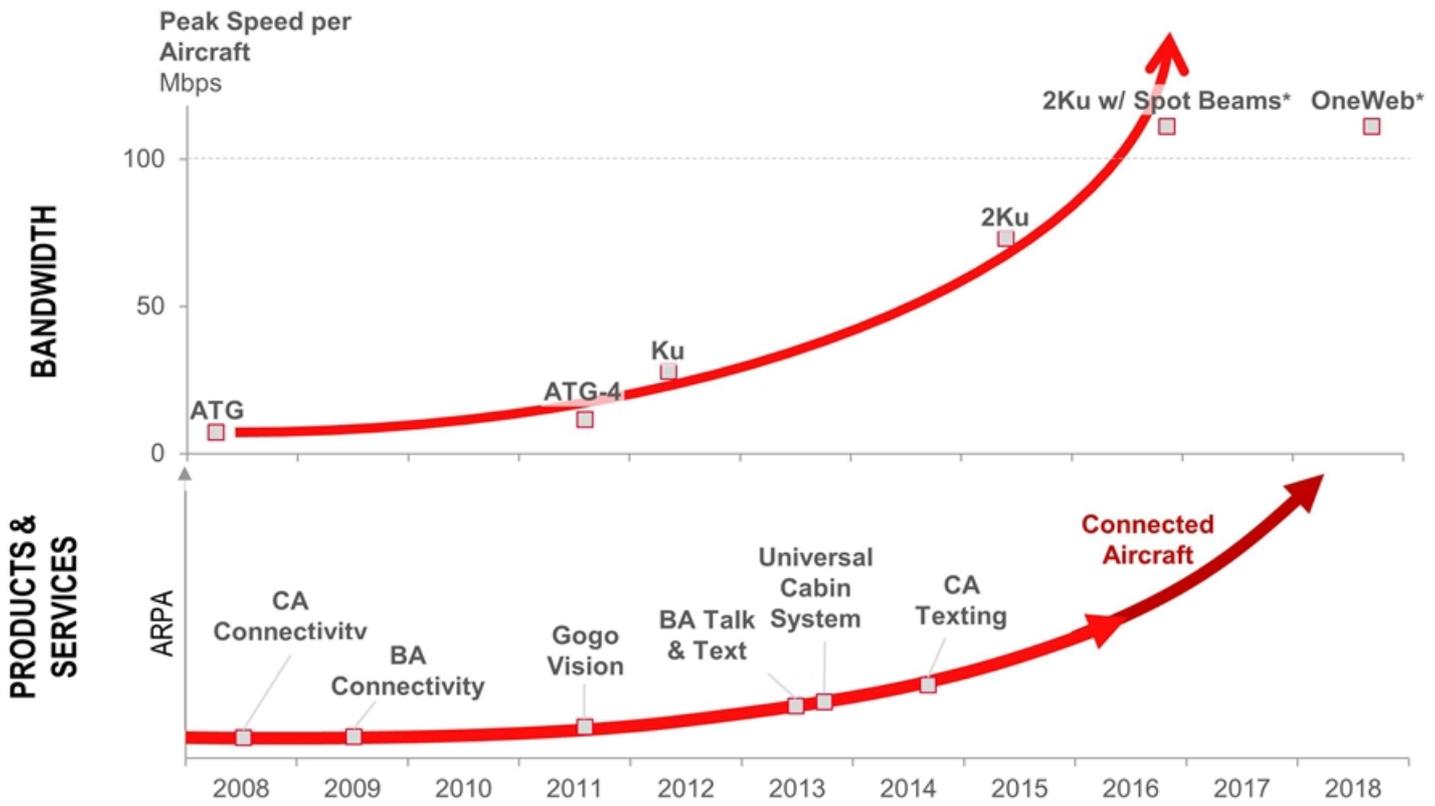


* Data based on management estimates, trade publications and other public sources as of 3/31/2016 and include both commercial and business broadband connected aircraft
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THE GOGO ADVANTAGE



CONTINUOUS TECHNOLOGY INNOVATION ENABLES STRONG ECONOMICS



First Global 100+ Mbps Solution

*Expected
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ATG AND SATELLITE TECHNOLOGIES ADDRESS LARGE MARKET OPPORTUNITY



Technology	ATG (Air to Ground)	Satellite – 2Ku
Current State	Achieved Scale, Yielding Benefits	Game Changing Growth
Antenna		
Coverage	North America	Global
Market	Business Jets, Smaller Commercial (i.e. RJs)	Commercial
Capacity	Limited to 4 MHz of spectrum today	Unlimited
Speed	3 Mbps on ATG 10 Mbps on ATG-4 >10 Mbps on next gen ATG	50 Mbps on Ku 70 Mbps on 2Ku 100+ Mbps on 2Ku HTS
Latency	200 ms	800 ms
Installation Time	Overnight for CA	3 - 5 days
Market Opportunity⁽¹⁾	21,700	20,400
Economics	25% profit margins⁽²⁾ and strong free cash flow⁽³⁾	Strong economics and free cash flow⁽³⁾ at scale

1) Market Opportunity for ATG is defined as total available business jets and CA-NA regional jets and for 2Ku is global commercial aircraft excluding regional jets and larger business jets

2) Combined segment profit of CA-NA and BA Q1-16

3) Free cash flow is defined as cash from operations and cash from investing based on financial information for BA and CA-NA as of 12/31/2015

2Ku BEST IN CLASS GLOBAL IFC SOLUTION



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⁾		
RADOME PROFILE		 6.7 inches	 >13 inches

Record market acceptance, backlog exceeding 1,000+ aircraft, will fuel growth for the next decade

(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.

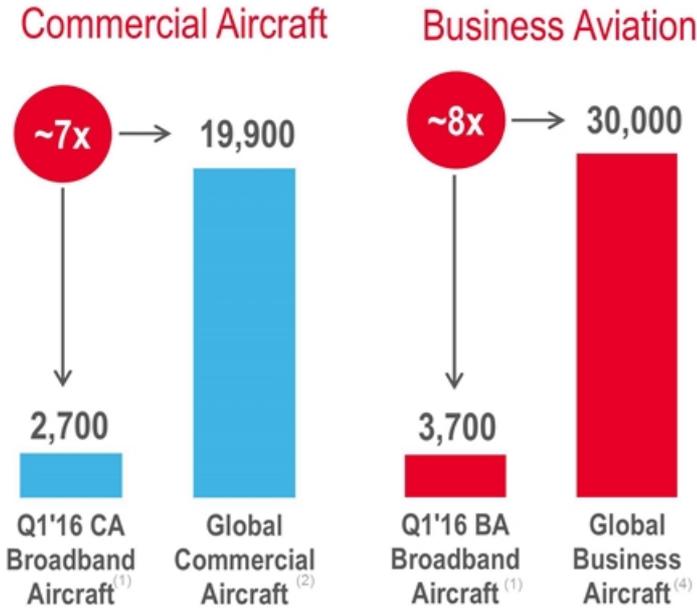
(2) Based on management estimates and include satellites operated by SES, Intelsat, Eutelsat, EchoStar, and Telesat as of 12/31/2015

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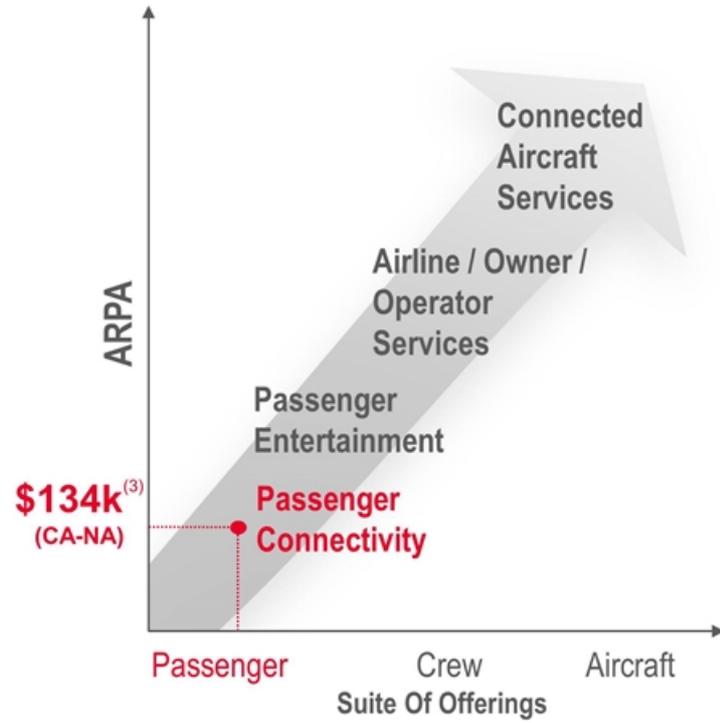
SIGNIFICANT GROWTH OPPORTUNITIES IN AIRCRAFT AND ARPA



Market Opportunity



ARPA Growth



1) Global broadband aircraft online as of 3/31/2016 based on management estimates, public filings and trade publications.
 2) Market size as of June-2015, source Boeing Current Market Outlook 2015 – 2034, excludes: cargo aircraft
 3) Q1'16 ARPA annualized
 4) JetNet IQ Report Q4 2015; General Aviation Manufacturers Association 2015 Statistical Databook, excludes Rest of World turbo props
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More connected aircraft, more applications, more revenue

Recent Airline Wins



Global Network Technology

- Large satellite capacity commitments to Intelsat, SES and OneWeb
- Next generation modem enables speeds of **400+ Mbps**, expected to be available in 2017.

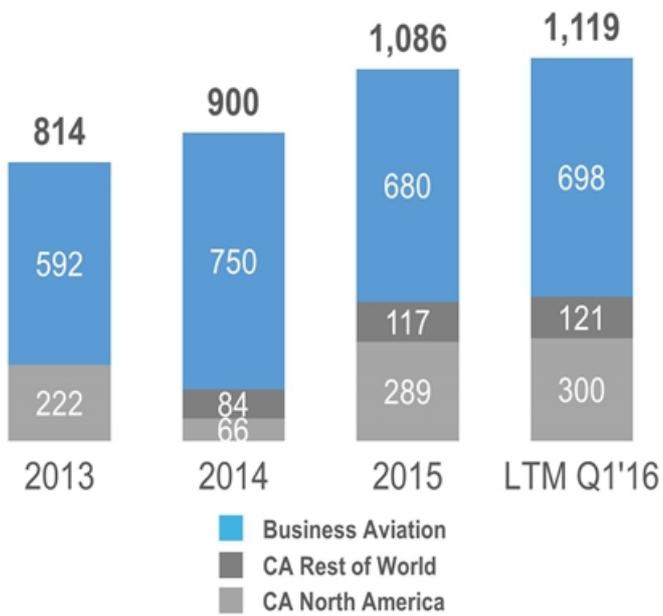


Record Financial Results

- Gogo surpassed **\$500M** in revenue in 2015
- 2Ku awarded aircraft exceeds **1,000+**
- Strong Q1 '16 financial and operating results
 - Revenue up 23% to \$142M
 - Adjusted EBITDA up 76% to \$14M



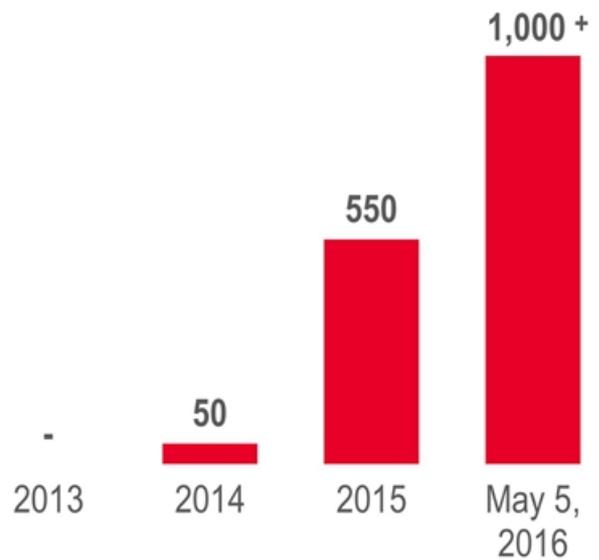
Annual Net Aircraft Installations



Note: Business Aviation numbers represent the difference in ATG units online from year to year

2016 Net Installation Guidance⁽¹⁾
200+ CA NA and ~75 CA ROW

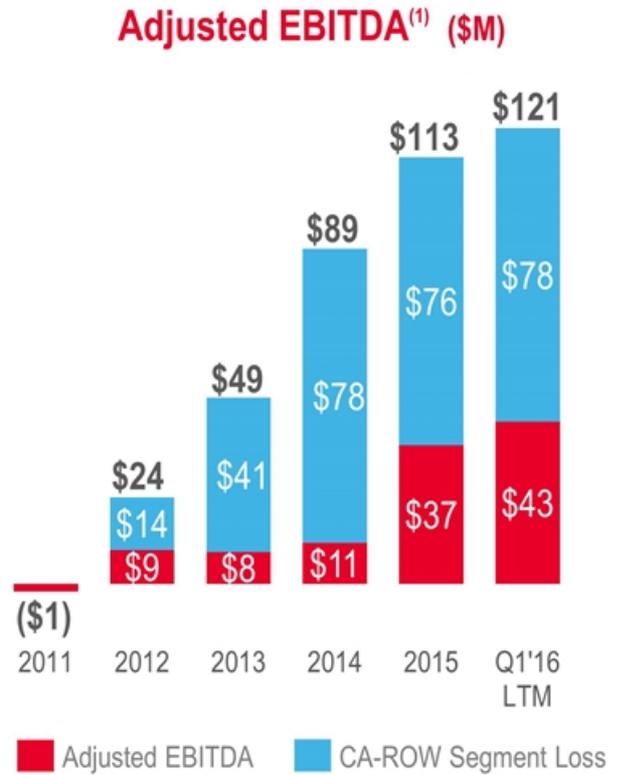
2Ku Awarded Aircraft



12 airlines on 4 continents have awarded **1,000+ aircraft** to Gogo for 2Ku

(1) As of February 25, 2016

STRONG GROWTH AND PROFITABILITY TRENDS



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

STRONG Q1'16 RESULTS



Consolidated Quarterly Performance (\$M)	Q1'16	Q1'15	Δ\$	Δ%
Service Revenue	119	95	23	24%
Equipment Revenue	23	20	3	15%
Total Revenue	142	116	26	23%
Adjusted EBITDA*	14	8	6	76%
Cash Capex*	24	32	(8)	(25%)
Commercial Aircraft Online	2,737	2,316	421	18%
BA Broadband Aircraft Online	3,681	2,983	698	23%

Segment Quarterly Performance (\$M)	Q1'16	Q1'15	Δ\$	Δ%
CA-NA Revenue	87	73	15	20%
CA-NA Segment Profit	14	10	4	44%
CA-ROW Revenue	5	1	3	227%
CA-ROW Segment Profit	(20)	(18)	(1)	8%
BA Revenue	50	42	9	21%
BA Segment Profit	20	17	3	20%

Note: Minor differences may exist due to rounding
 * See reconciliation in Appendix

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1. Increase Aircraft Online

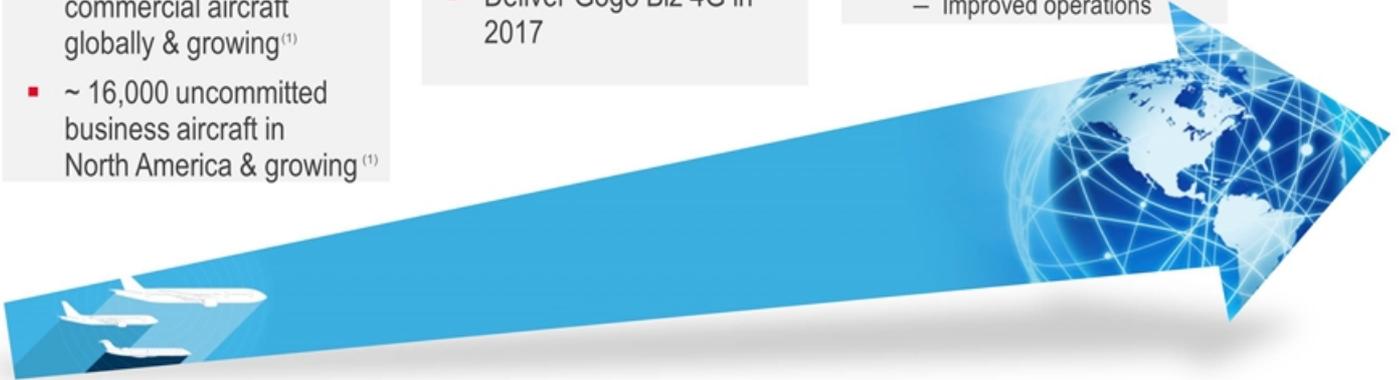
- Win more aircraft
- Install backlog
- ~10,000 uncommitted commercial aircraft globally & growing⁽¹⁾
- ~ 16,000 uncommitted business aircraft in North America & growing⁽¹⁾

2. Bring More Bandwidth to Aviation

- Aggressive rollout of 2Ku
- Continue ATG-4 upgrades
- Open platform for next generation solutions
- Deliver Gogo Biz 4G in 2017

3. Enable Connected Aircraft

- Develop open communications platforms to enable:
 - Tailored passenger experience
 - Digitized front line employees
 - Improved operations



(1) Based on management estimates as of 3/31/16 and JetNet IQ Report Q4 2015; General Aviation Manufacturers Association 2015 Statistical Databook



Business Segments

BA: ESTABLISHED INDUSTRY LEADER

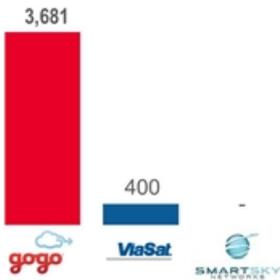


Overview

- Founded in 1991 and pioneered air-to-ground connectivity for planes
- Established OEM and dealer relationships
- Track record of innovation: Universal Cabin System, Gogo Cloud, Gogo Vision, Text & Talk...4G ATG connectivity expected to be available in 2017
- The only equipment and service provider of all three primary networks

1) North American Broadband

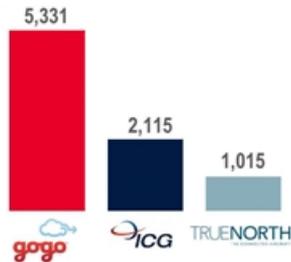
Leading North America Market Share ⁽¹⁾



- North American broadband connectivity
- Inexpensive, light weight, & fast
- Market opportunity of 20,700 ⁽²⁾

2) Iridium

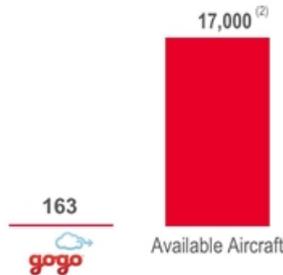
Largest Reseller ⁽¹⁾



- Global voice
- Standard or option on all leading airframes
- Trusted service provider

3) SwiftBroadband

Untapped Global Opportunity ⁽¹⁾



- Global narrowband connectivity
- New Gogo service
- Complements ATG and Iridium product offerings

Customers

BOMBARDIER

NETJETS

Gulfstream

flightOptions



Hawker Beechcraft



DASSAULT FALCON

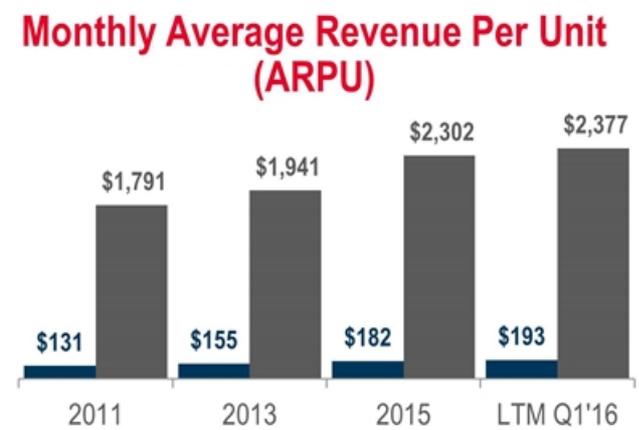
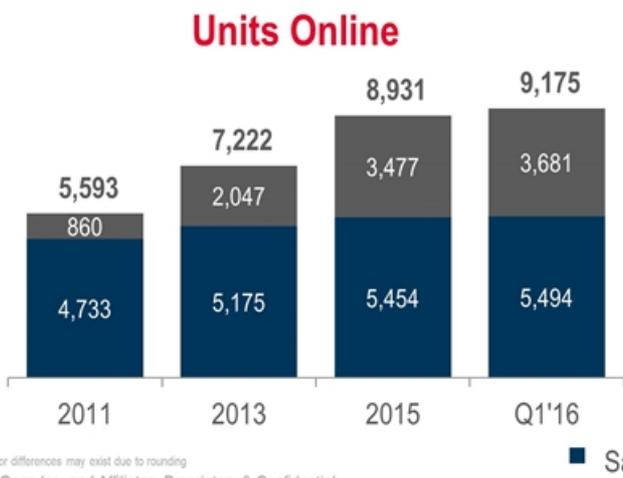
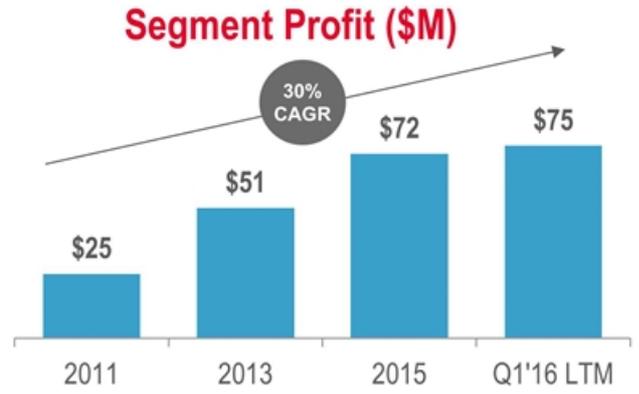
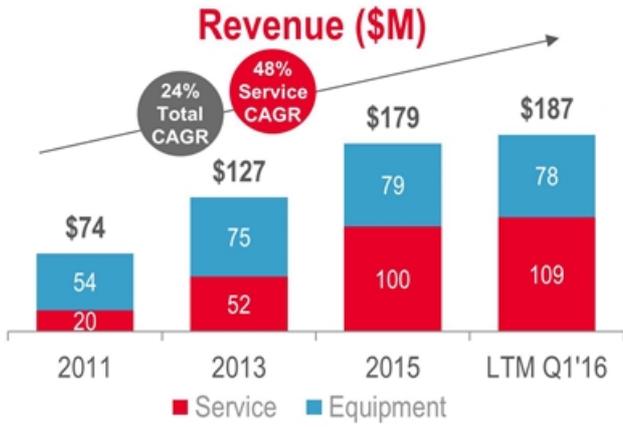
FLEXJET BY BOMBARDIER



⁽¹⁾ Based on company reported results as well as management estimates, trade publications and other public sources as of 3/31/2016

⁽²⁾ JetNet IQ Report Q4 2015, General Aviation Manufacturers Association 2015 Statistical Databook

BA: HIGH MARGIN SERVICE REVENUE DRIVES PROFITABILITY



Note: Minor differences may exist due to rounding
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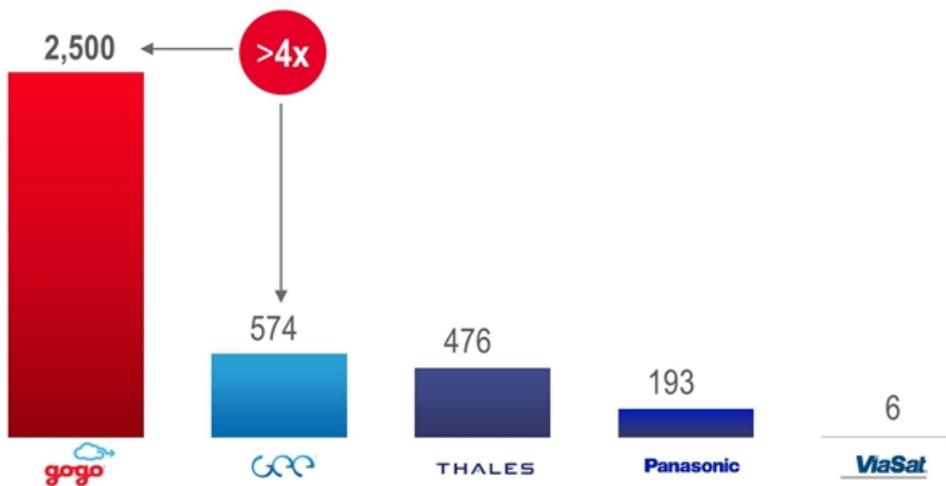
CA-NA: STRONG INCUMBENT POSITION



Overview

- **67% market share** in North America, awarded aircraft of **230⁽¹⁾**
- Nearly **50%** of installed fleet on ATG-4 with more upgrades coming
- **~600 Delta aircraft** (primarily NA fleet) awarded to 2Ku
- Strong revenue growth and operating leverage, achieved scale and profitability in 2014

Aircraft Online⁽²⁾



(1) Awarded but not yet installed as of 3/31/2016

(2) Based on company reported results as well as management estimates, trade publications and other public sources as of 3/31/2016

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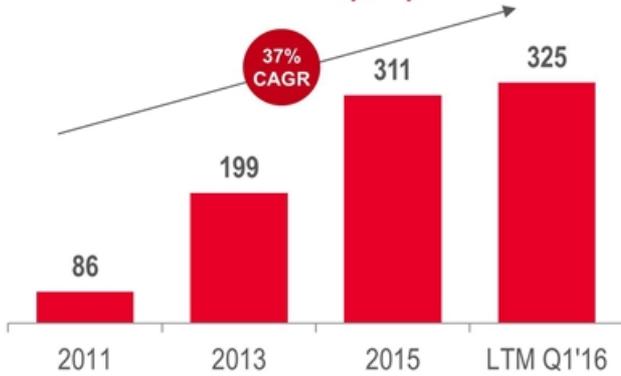
Airline Partners



CA-NA: STRONG REVENUE AND SEGMENT PROFIT GROWTH



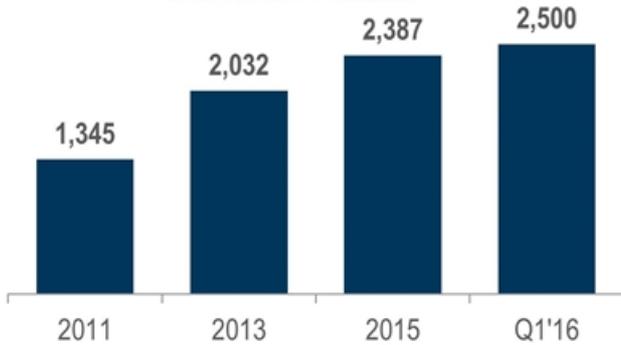
Revenue (\$M)



Segment Profit (\$M)



Aircraft Online



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 LTM Q1'16 ARPA is based on aircraft online equivalent.

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CA-REST OF WORLD: GAINING MOMENTUM



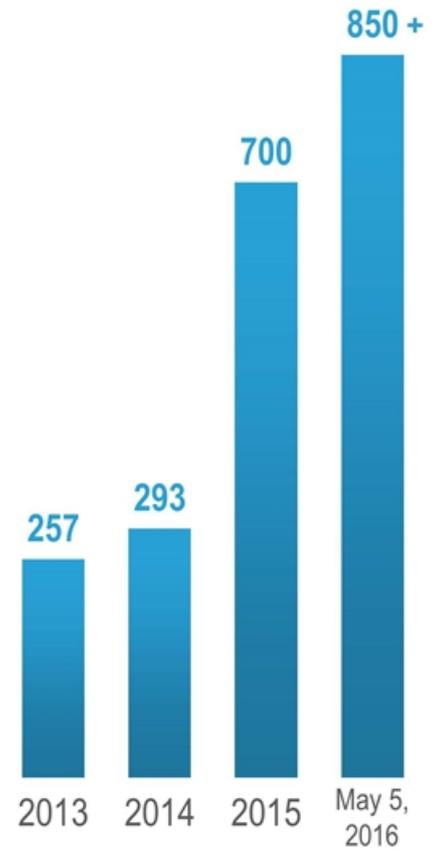
Overview

- 2Ku is a game changer
- Global satellite network established to provide international connectivity
- 2Ku service launched on Aeromexico with “ground-like” performance
- Gogo is focused on signing airlines and investing for growth

Airline Wins



Awarded Aircraft



⁽¹⁾ Letter of intent
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ON A MISSION TO CONNECT GLOBAL AVIATION



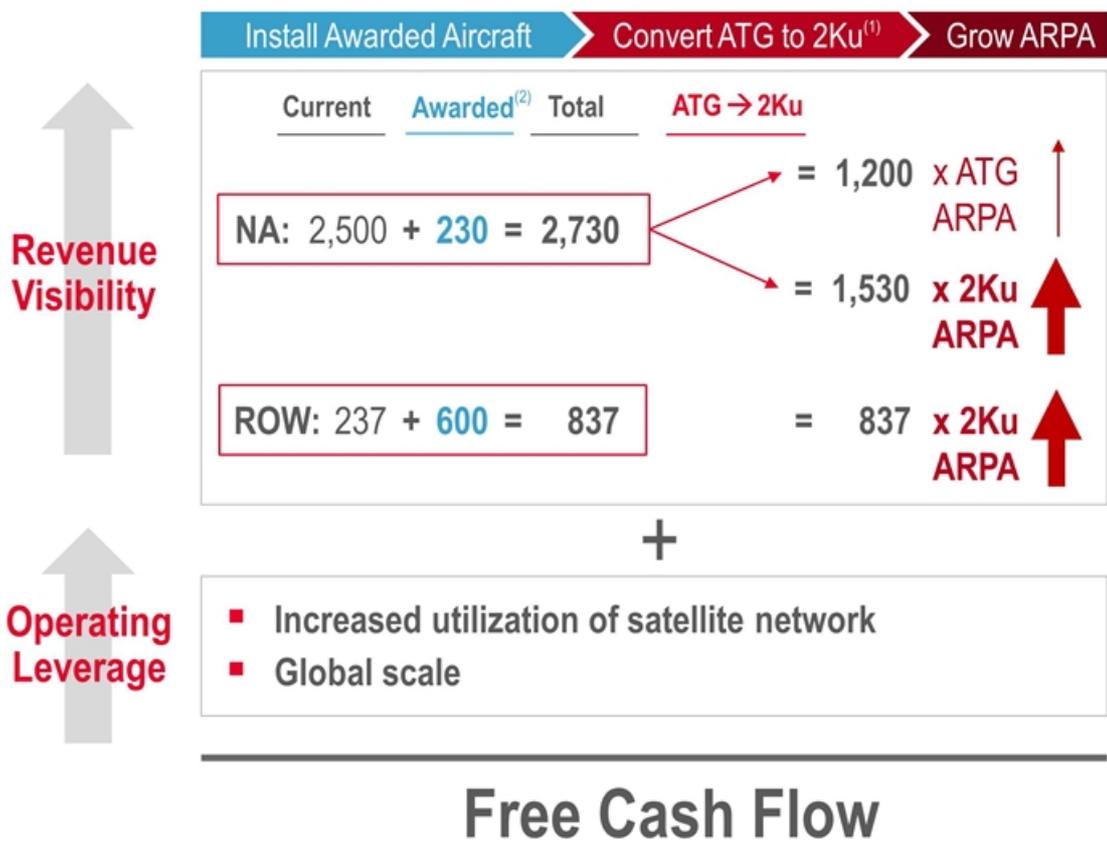
237 Aircraft Online
60+ Airline Partner Country Destinations
33 Global Maintenance Locations

11 Country Installation Sites
6 Offices Worldwide
12 Global Teleport Locations



Note: Graphic indicates current partner destinations, including partners that have selected Gogo connectivity, but have not yet been installed. Information is as of 3/31/2016.
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REVENUE VISIBILITY AND CLEAR PATH TO FREE CASH FLOW



Revenue Visibility

Operating Leverage

- Bandwidth and more aircraft drives revenue
- International expansion is in early stage, market opportunity is 3x of CA-NA

Note: Free cash flow is defined as cash from operations and cash from investing based of financials as of 12/31/2015

1) ATG to 2Ku conversion is a notional amount used simply for illustrative purposes only

2) Awarded but not yet installed as of 5/5/2016

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WHY INVEST IN GOGO



Leading Position, Experience & Scale

6X⁽¹⁾ more
connected aircraft
than closest
competitor

Large Growth Opportunity

~10,000⁽¹⁾
Uncommitted Aircraft
\$134,000⁽²⁾
Annualized ARPA

Competitive Advantages

Global scale
Specialize in
Connected Aircraft
Leading technology

Attractive Model

High revenue
growth
High operating
leverage



(1) Global connected commercial aircraft based on management estimates, trade publications and other public sources as of 12/31/2015

(2) ARPA is defined as the aggregate service revenue plus monthly service fees included as a reduction to cost of service revenue for that segment for the period divided by the number of months in the period, divided by the number of aircraft equivalents for that segment during the period. The number presented above is annualized based off of Q1'16 financial results and using aircraft online equivalent.

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APPENDIX

ADJUSTED EBITDA RECONCILIATION (\$M)



	2011	2012	2013	2014	2015 Q1	2015 Q2	2015 Q3	2015 Q4	2016 Q1
Net Income	(18)	(96)	(146)	(85)	(20)	(25)	(29)	(34)	(24)
Interest Expense	1	9	29	33	10	16	17	16	16
Income Tax Provision	1	1	1	1	–	–	–	–	–
Depreciation & Amortization	33	37	56	64	19	21	22	25	24
EBITDA	16	(49)	(60)	14	9	12	10	8	17
Fair Value Derivative Adjustments	(59)	(10)	36	–	–	–	–	–	–
Class A and Class B Senior Conv. Preferred Stock Return	31	52	29	–	–	–	–	–	–
Accretion of Preferred Stock	10	10	5	–	–	–	–	–	–
Stock-based Compensation Expense	2	4	6	10	3	3	5	4	4
Adjustment of deferred financing costs	–	5	–	–	–	–	–	2	(1)
Amortization of Deferred Airborne Lease Incentives	(1)	(4)	(8)	(13)	(4)	(5)	(5)	(6)	(6)
Adjusted EBITDA	(1)	9	8	11	8	11	10	8	14

Note: Minor differences may exist due to rounding

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CASH CAPEX RECONCILIATION (\$M)



	2011	2012	2013	2014	2015 Q1	2015 Q2	2015 Q3	2015 Q4	2016 Q1
Purchases of Property and Equipment	(33)	(67)	(105)	(132)	(53)	(33)	(19)	(30)	(31)
Acquisition of Intangible Assets (Capitalized Software)	(10)	(12)	(16)	(17)	(4)	(4)	(4)	(5)	(6)
Consolidated Capital Expenditures	(43)	(79)	(121)	(150)	(57)	(37)	(24)	(35)	(37)
Change in Deferred Airborne Lease Incentives	11	18	9	30	9	7	7	14	8
Amortization of Deferred Airborne Lease Incentives	1	4	8	13	4	5	5	6	6
Landlord Incentives	–	–	–	10	12	3	–	1	–
Cash CapEx	(31)	(58)	(104)	(98)	(32)	(23)	(12)	(13)	(24)

Note: Minor differences may exist due to rounding

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