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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): September 9, 2015**

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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 September 9, 2015, when Norman Smagley, Gogo’s Executive Vice President and Chief Financial Officer, will be participating in the Bank of America Merrill Lynch Media, Communications and Entertainment Conference at 11:15 a.m. Pacific 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: September 9, 2015

99.1 Investor Presentation



# Investor Presentation

September 9, 2015



# 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 yet 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 filed with the SEC on February 27, 2015.

## 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, investor 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 on line 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.

Advance aviation by connecting every aircraft with  
the most trusted communications services on and  
above our planet



**LARGE GROWTH OPPORTUNITY**

**LEADING POSITION**

**EXPERIENCE & SCALE**

**HIGH BARRIERS TO ENTRY**

**ATTRACTIVE ECONOMICS**



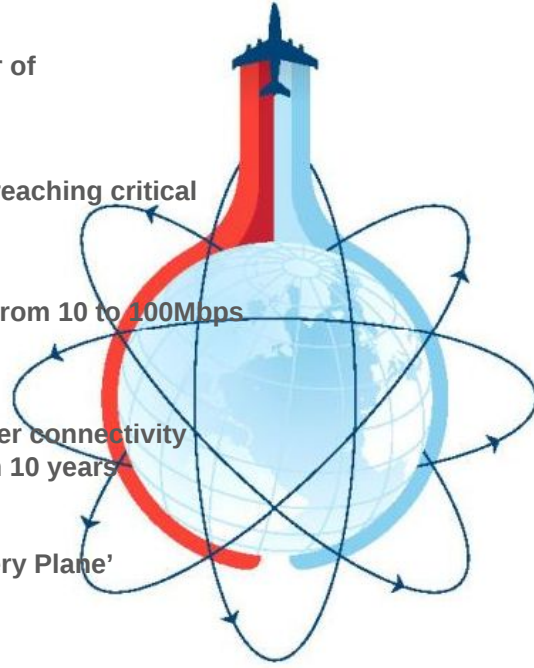




## MARKET & COMPANY OVERVIEW

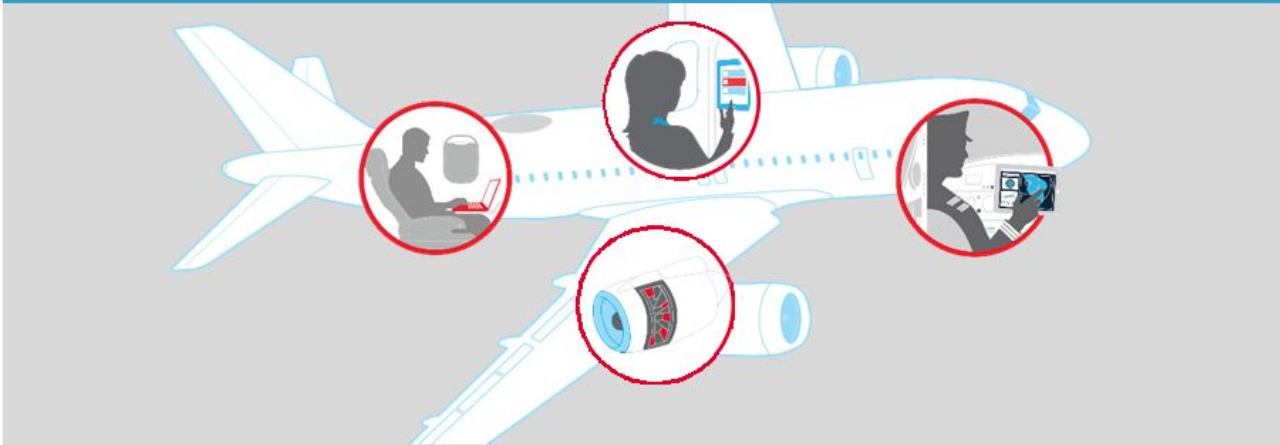


- 1 Connected aircraft transform global aviation as the last frontier of internet connectivity
- 2 Cost, coverage, capacity and reliability are just now reaching critical inflection points
- 3 Next gen technologies expected to increase speeds from 10 to 100Mbps within 5 years with a comparable reduction in costs
- 4 More bandwidth drives demand from business traveler connectivity today to every person and most 'things' on aircraft in 10 years
- 5 Airlines will demand 'Always Available Everywhere for Every Plane'





## Enabling the Connected Aircraft



## Benefits

Better  
passenger  
experience -  
less cost

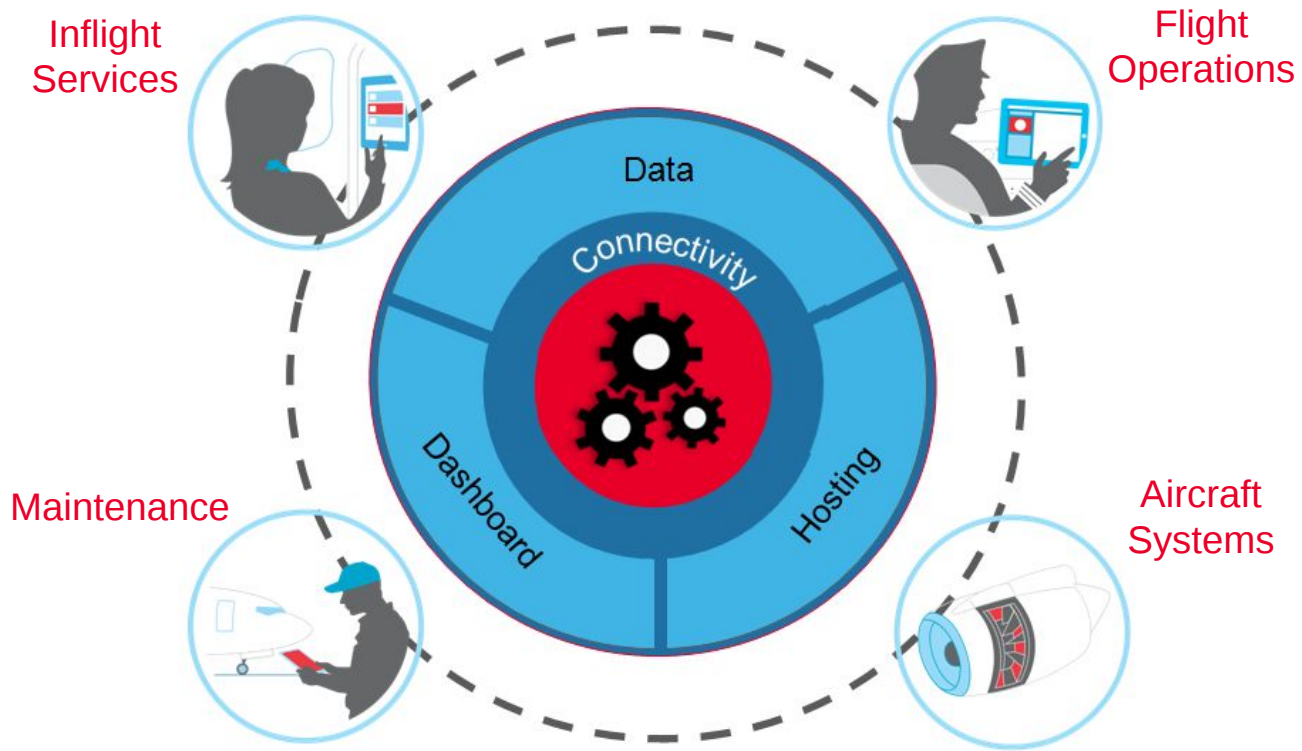
Airline  
differentiation

Direct  
revenue  
opportunities

Operational  
efficiency

Enhanced  
safety

# BEYOND PASSENGER CONNECTION ENABLING THE AVIATION ECOSYSTEM



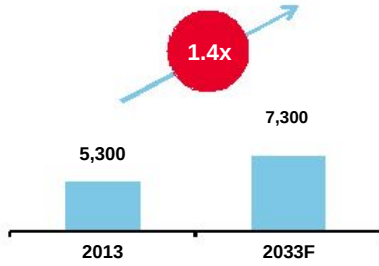
# A LARGE AND GROWING GLOBAL CONNECTED AVIATION MARKET



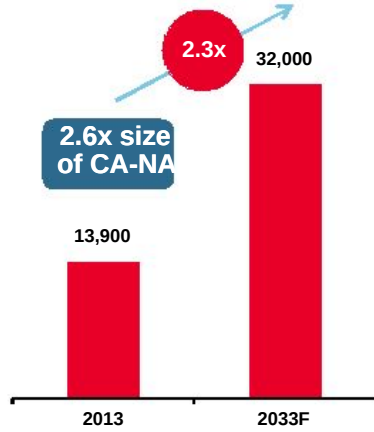
## ADDRESSABLE CONNECTED AIRCRAFT

### Commercial Aviation ("CA")

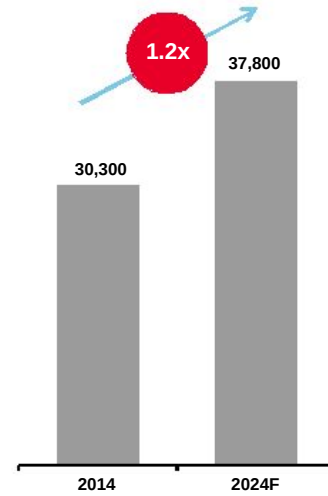
CA - North America ("CA-NA")



CA - Rest of World ("CA-ROW")



### Business Aviation ("BA")



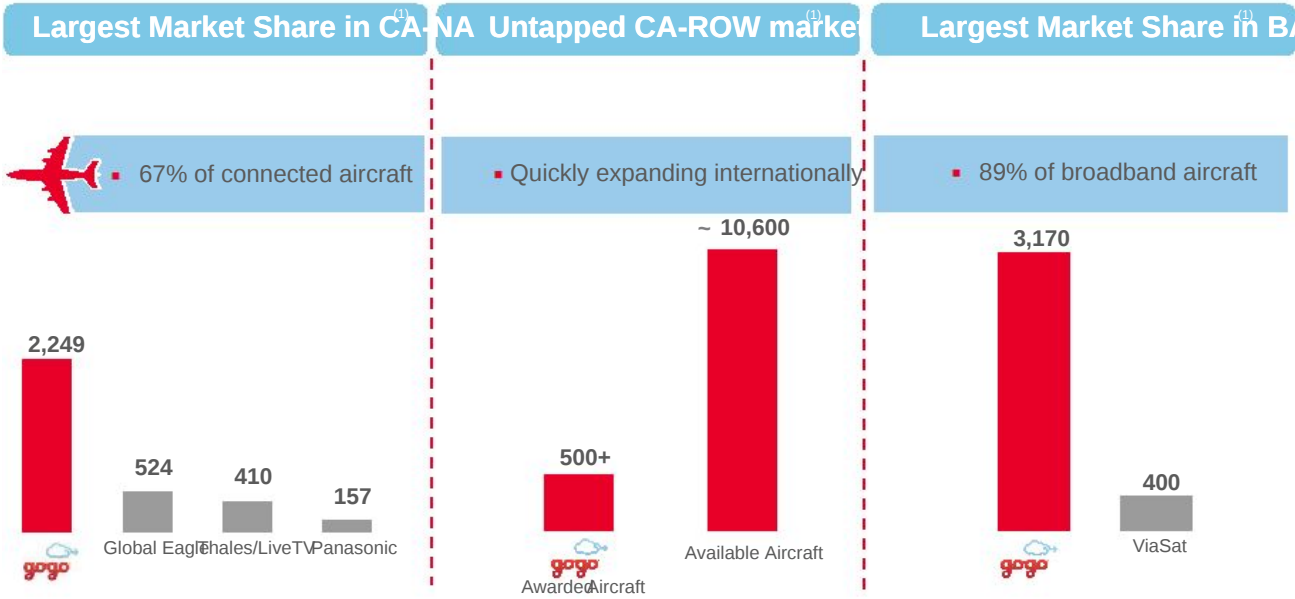
The connected aircraft industry is worth up to \$30 billion

(1) Source: Boeing Current Market Outlook 2014 – 2033, excludes: cargo aircraft.

(2) Source: JetNet IQ Report Q4 2014; General Aviation Manufacturers Association 2014 Statistical Databook, excludes Rest of World turbo props.

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# GOGO'S IMPRESSIVE SCALE AND REACH



**#1 Global in-flight connectivity provider**  
**Leader in North America and expanding internationally**

Note: Data based on management estimates, trade publications and other public sources as of 6/30/2015  
 (1) Based on management estimates as of 6/30/2015  
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# LONG-TERM PARTNERSHIPS WITH OUR MAJOR AVIATION PARTNERS



## Commercial Aviation

### North America



### International



## Business Aviation

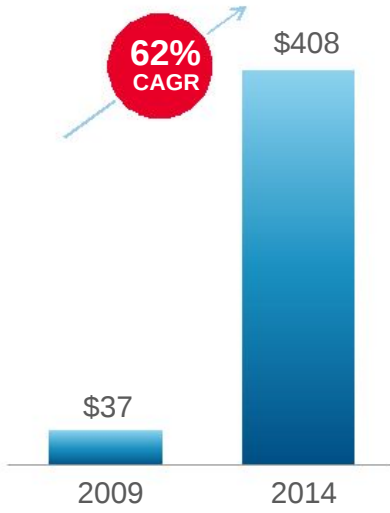
### Original Equipment Manufacturers



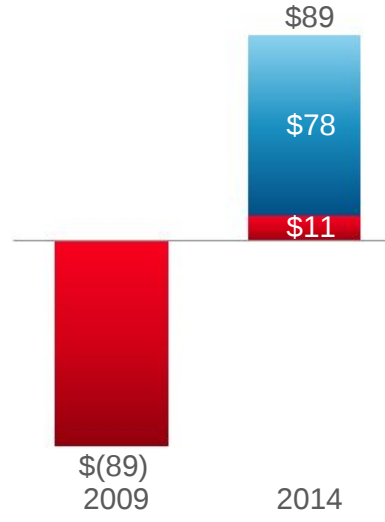
### Fractional Jet Operators



## Total Revenue (\$MM)



## Adjusted EBITDA (\$MM)



■ Adjusted EBITDA ■ CA-ROW Segment Loss

(1) Please see reconciliation of Adjusted EBITDA in appendix.  
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# WHY WE WIN

- 1 Specialize in aviation and telecom
- 2 Superior technology & economics
- 3 Global networks with excellent reliability
- 4 End-to-end service provider

# WE SPECIALIZE IN AIRCRAFT AND HAVE A TRACK RECORD OF INNOVATION



**ATG / ATG-4**

- 1<sup>st</sup> generation of technology
- North America coverage

**2Ku**

- 2<sup>nd</sup> generation of technology
- Global coverage

**Intellectual Property**

- 100+ patents globally

**EXPERTISE IN INTERNET, AVIATION AND TELECOM**

# GOGO'S TECHNOLOGY ADISRUPTS THE GLOBAL AVIATION INDUSTRY



ATG-4 Antenna



2Ku Antenna


## ATG-4: North America coverage

## 2Ku: Global coverage

- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>✓ ATG launched 2008</li> <li>ATG-4 launched 2012</li> <li>✓ ATG/ATG-4 peak speed 3Mbps/10Mbps</li> <li>✓ Proprietary solution enabling overnight installs</li> <li>✓ Years of experience delivering broadband service</li> <li>✓ Gogo is the only ATG solution provider</li> </ul> | <ul style="list-style-type: none"> <li>✓ Expected launch 2015</li> <li>✓ 70 Mbps at launch, 100 Mbps expected when spot beam Ku-band satellites are launched</li> <li>✓ Low cost—estimated half the bandwidth cost compared to other satellite solutions</li> <li>✓ Most complete global coverage</li> <li>✓ Half the height of traditional antennas—lower drag, fuel savings</li> <li>✓ Leverages Gogo's existing Ku-band network and future high throughput Ku satellites</li> </ul> |
|---|--|

# GLOBAL AND REGIONAL NETWORKS DRIVE SUPERIOR RELIABILITY AND RAPID INNOVATION



- Scalable and modular architecture
  - Operational leverage
  - Rapid innovation and evolution
  - Reliable and mature hardware and software platform
- 
- Superior reliability
  - 98%+ ATC system availability
  - 80+ million of passenger sessions
  - 8,000+ CA-NA flights per day



## Passenger Services

- Passenger connectivity
- Passenger entertainment
- Portal content

## Equipment and Equipment Related Services

- Airborne equipment for ATG and satellite
- Certification, installation, maintenance, etc.

## Airline / Owner / Operator Services

- Account support
- Network monitoring and management
- Passenger support services, portal design, developing and hosting

## Operations-Oriented Communications Services

- Real-time credit card processing
- Real-time weather information
- Other applications to enhance airlines operational efficiency

## Global Network Solutions

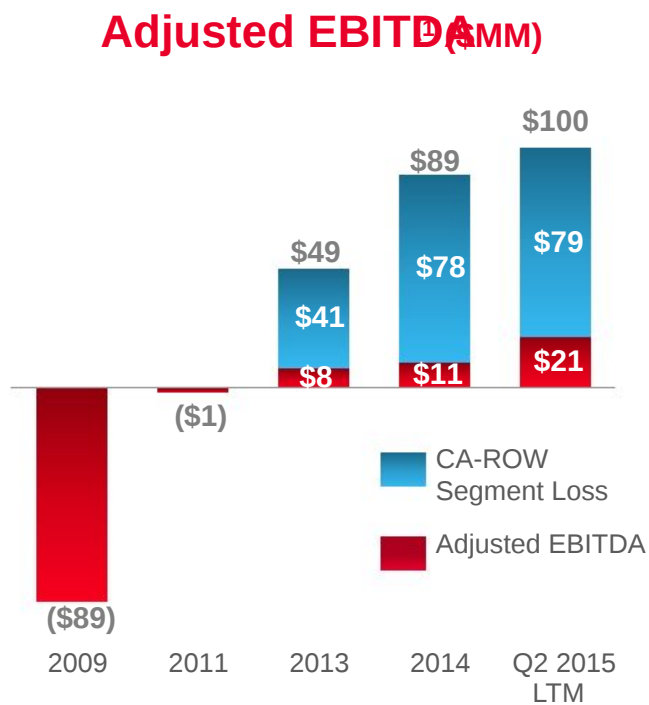
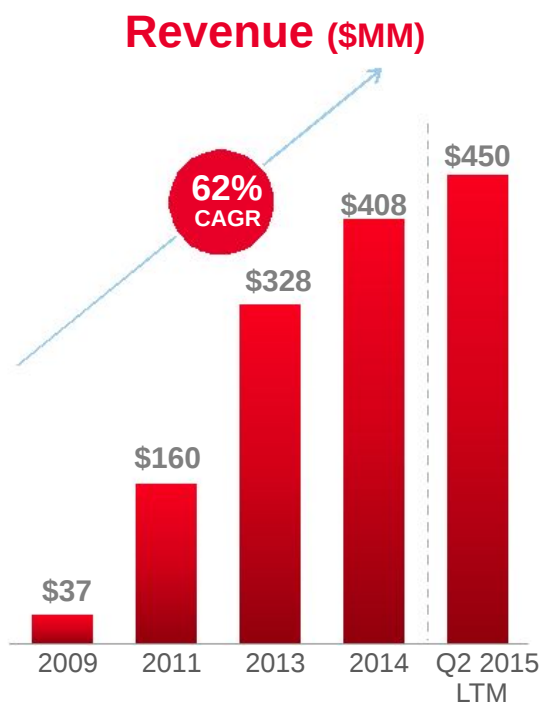
- ATG / ATG-4 for North America
- 2Ku / Ku for global satellite service



# FINANCIALS



# GROWING REVENUE DRIVES PROFITABILITY

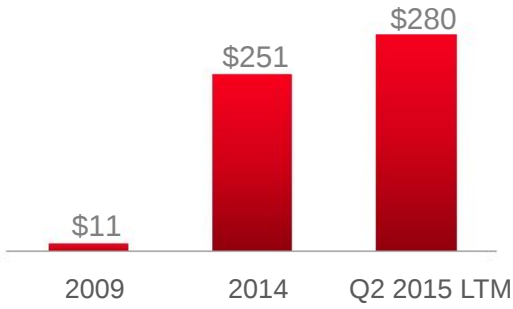


Note: Minor differences exist due to rounding  
 (1) Please see reconciliation of Adjusted EBITDA in appendix  
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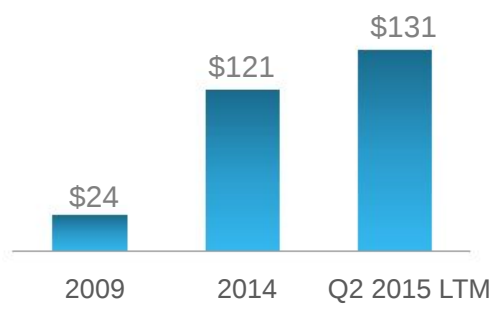


# CA -NA: REVENUE AND SEGMENT PROFIT GROWTH

### Revenue (\$MM)

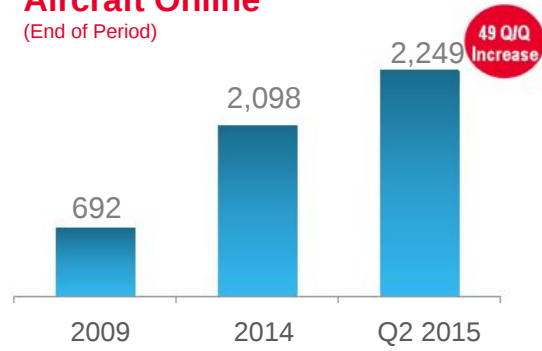


### Annualized ARPA (\$000s)

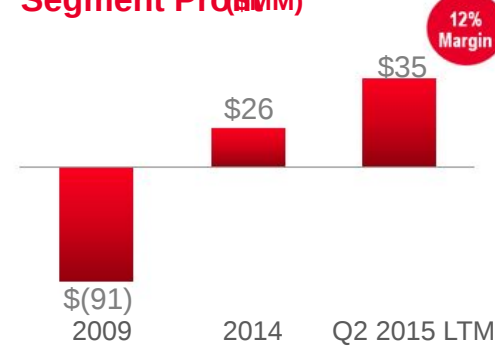


### Aircraft Online

(End of Period)



### Segment Profit (\$MM)

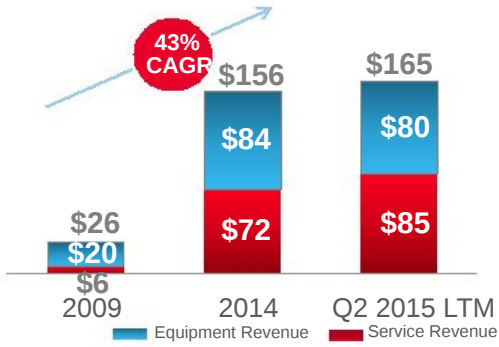


Note: Minor differences exist due to rounding  
 (1) We define ARPA as the aggregate service revenue for the annual period divided by the number of aircraft online during that period  
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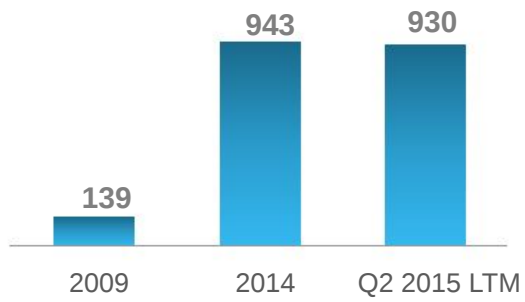


# BA: HIGH-MARGIN SERVICE REVENUE DRIVES PROFITABILITY AND CASH FLOW

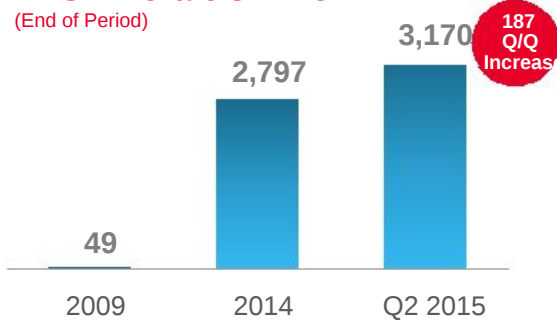
**Revenue (\$MM)**



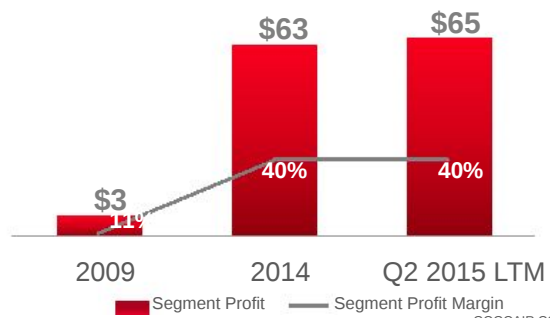
**ATG Units Shipped**



**ATG Aircraft Online**  
(End of Period)



**Segment Profit (\$MM)**

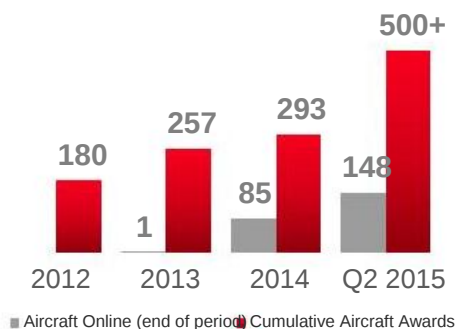


Note: Minor differences exist due to rounding.  
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# CA -ROW: FOCUS ON INTERNATIONAL EXPANSION

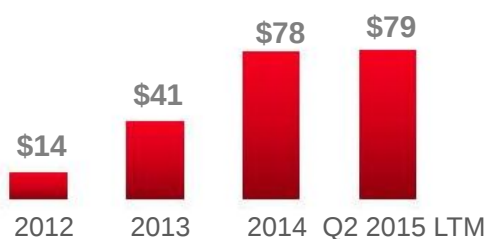
## International Aircraft Awards and Aircraft Online



## Executing Our International Expansion

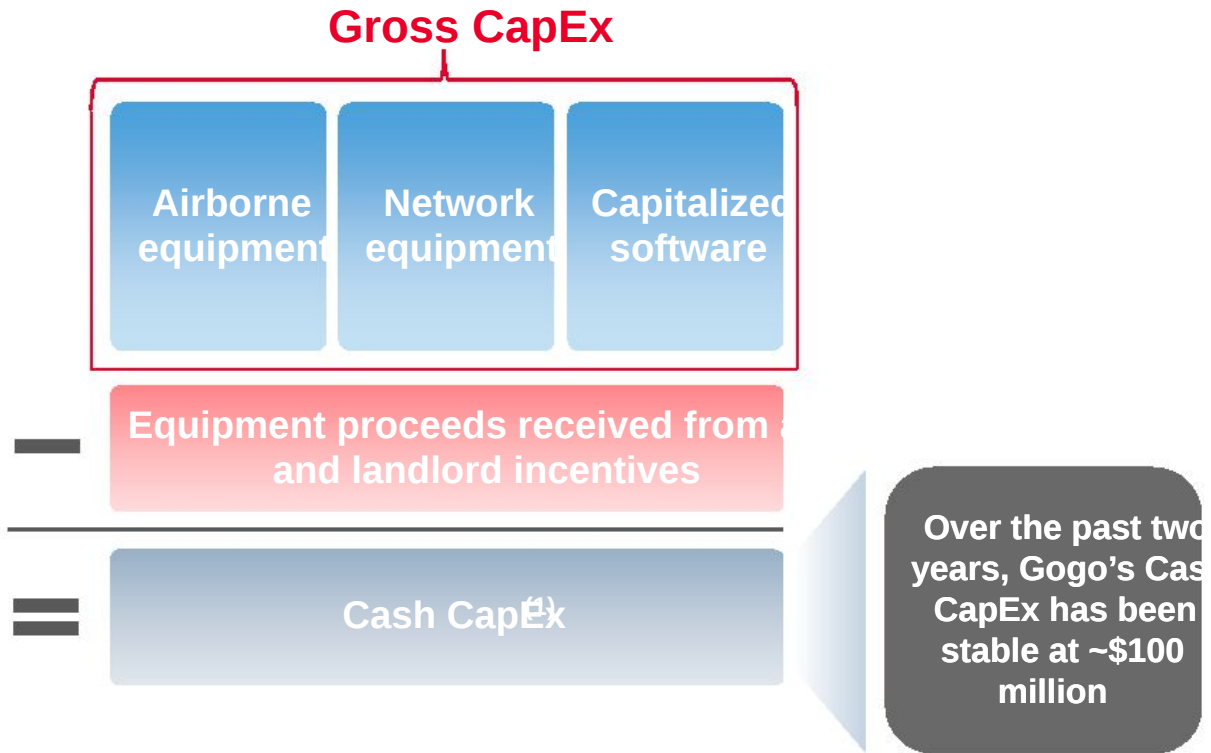
- 148 aircraft online as of 6/30/2015
- Near global Ku-band satellite network
- 2Ku technology selected by 7 airlines for trial or adoption

## CA-ROW Segment Loss (\$MM)



## International Partners





(1) Please see reconciliation of Cash CapEx in the Appendix  
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# GOGO A COMPELLING INVESTMENT OPPORTUNITY

Gogo is a leading *aero communications service provider* for the *global aviation* industry

## Focused Strategy

Gain global share

Increase bandwidth to aircraft

Grow ARPA

Deliver consistent execution

## Why Does Gogo Win?

Specialize in aviation and telecom

Superior technology and cost

Deliver excellent reliability

End-to-end service provider





Q&A

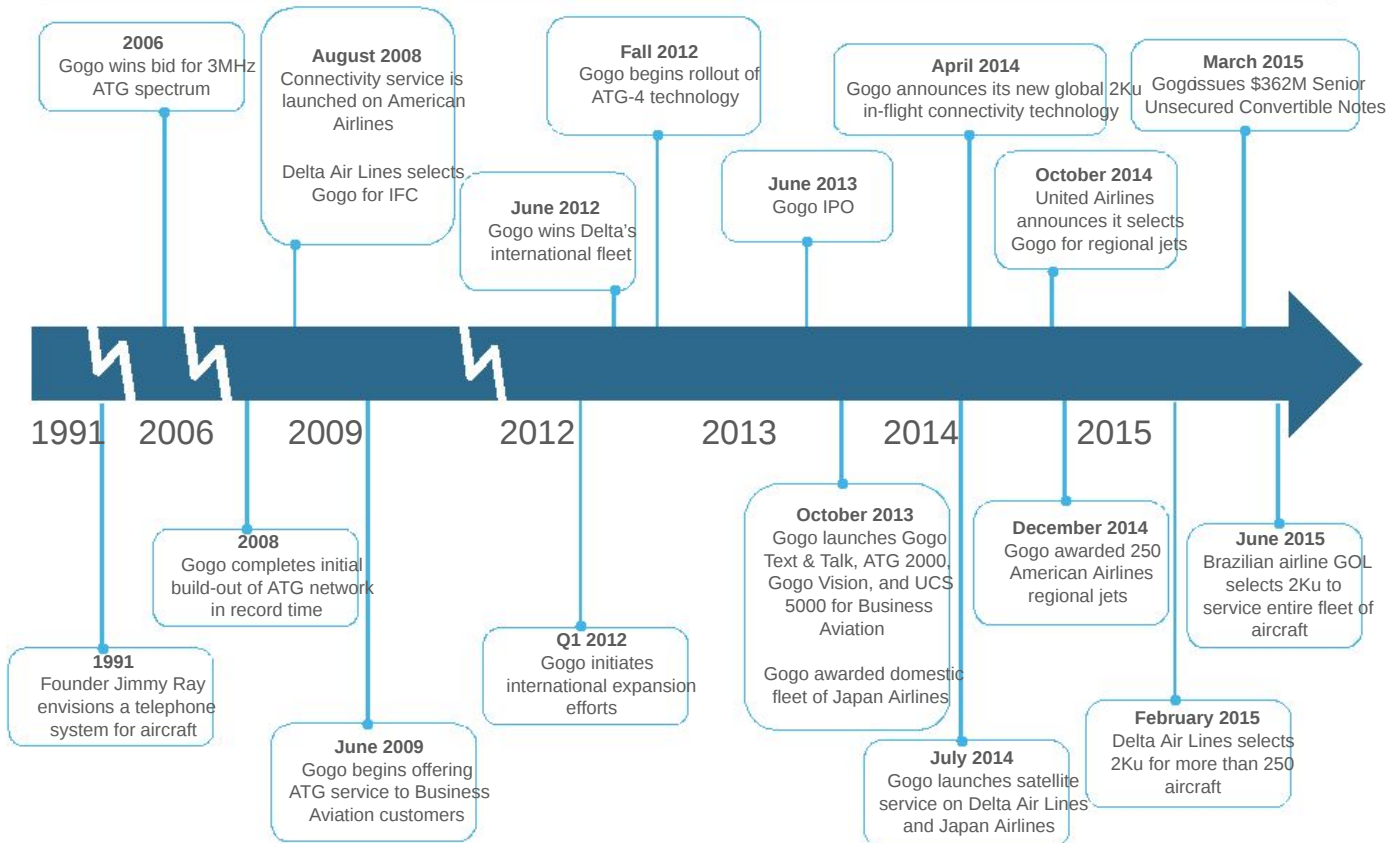




# APPENDIX



# GOGO LEADER WITH ESTABLISHED TRACK RECORD



# ADJUSTED EBITDA RECONCILIATION (\$MM)



	2009	2010	2011	2012	2013	2014 Q1	2014 Q2	2014 Q3	2014 Q4	2015 Q1	2015 Q2
Net Income	(142)	(140)	(18)	(96)	(146)	(17)	(19)	(25)	(24)	(20)	(25)
Interest Income	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Interest Expense	30	–	1	9	29	7	7	9	9	10	16
Income Tax Provision	–	3	1	1	1	–	–	–	–	–	–
Depreciation & Amortization	22	31	33	37	56	16	15	17	17	19	21
EBITDA	(91)	(106)	16	(49)	(60)	6	4	2	2	9	12
Fair Value Derivative Adjustments	–	33	(59)	(10)	36	–	–	–	–	–	–
Class A and Class B Senior Convertible Preferred Stock Return	–	18	31	52	29	–	–	–	–	–	–
Accretion of Preferred Stock	–	9	10	10	5	–	–	–	–	–	–
Stock-based Compensation Expense	1	2	2	4	6	2	2	3	3	3	3
Loss on Extinguishment of Debt	2	–	–	–	–	–	–	–	–	–	–
Write Off of Deferred Equity Financing Costs	–	–	–	5	–	–	–	–	–	–	–
Amortization of Deferred Airborne Lease Incentives	–	(1)	(1)	(4)	(8)	(3)	(3)	(4)	(4)	(4)	(5)
Adjusted EBITDA	(89)	(45)	(1)	9	8	5	3	1	1	8	11



# CASH CAPEX RECONCILIATION (\$MM)



	2009	2010	2011	2012	2013	2014 Q1	2014 Q2	2014 Q3	2014 Q4	2015 Q1	2015 Q2
Purchases of Property and Equipment	(69)	(33)	(33)	(67)	(105)	(32)	(28)	(35)	(37)	(53)	(33)
Acquisition of Intangible Assets (Capitalized Software)	(8)	(7)	(10)	(12)	(16)	(4)	(5)	(5)	(3)	(4)	(4)
Consolidated Capital Expenditures	(77)	(40)	(43)	(79)	(121)	(36)	(33)	(41)	(40)	(57)	(37)
Change in Deferred Airborne Lease Incentives	–	9	11	18	9	5	3	5	17	9	7
Amortization of Deferred Airborne Lease Incentives	–	1	1	4	8	3	3	3	4	4	5
Landlord Incentives	–	–	–	–	–	–	–	2	7	12	3
Cash CapEx	(77)	(30)	(31)	(58)	(104)	(29)	(27)	(30)	(12)	(32)	(23)

Note: Minor differences exist due to rounding  
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