
**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): December 20, 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 8.01 OTHER EVENTS

On December 20, 2016, Gogo Inc. issued a press release announcing that 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., have commenced an offering of additional 12.500% Senior Secured Notes due 2022 (the “Additional Notes”) in transactions exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”). The initial 12.500% Senior Secured Notes due 2022 were issued in an aggregate principal amount of \$525 million on June 14, 2016.

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

The management of Gogo Inc. will conduct meetings with members of the investment community in connection with the offering of the Additional Notes. A portion of the investor presentation to be used during these meetings is filed herewith as Exhibit 99.2 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 December 20, 2016
99.2	Investor Presentation Slides

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: December 20, 2016

EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K

Dated December 20, 2016

99.1 Press Release of Gogo Inc., dated December 20, 2016

99.2 Investor Presentation Slides

**Investor Relations Contact:**

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ir@gogoair.com

Media Relations Contact:

Steve Nolan
312-517-6074
pr@gogoair.com

Gogo Inc. Announces Launch of \$50 Million Senior Secured Notes Offering

Chicago, IL, December 20, 2016 – Gogo Inc. (NASDAQ:GOGO) announced the commencement of a private offering of \$50 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 initial 12.500% Senior Secured Notes due 2022 were issued in an aggregate principal amount of \$525 million on June 14, 2016 (the “Initial Notes”). The Additional Notes and the Initial Notes will be treated as the same series for all purposes under the indenture and collateral agreements that govern the Initial Notes and will govern the Additional Notes. The Additional Notes will be guaranteed on a senior secured basis by Gogo Inc. 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. There can be no assurance that the proposed offering of Additional Notes will be completed.

The Issuer intends to use the net proceeds from the sale of the Additional Notes 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 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. 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. Gogo's forward-looking statements also involve assumptions that, if they never materialize or prove correct, could cause its results to differ materially from those expressed or implied by such forward-looking statements. These and other risks concerning Gogo and its businesses are described in additional detail in its Annual Report on Form 10-K for the year ended December 31, 2015, its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016 and September 30, 2016 and other filings made by Gogo with the SEC.

Investor Presentation

December 2016



SAFE HARBOR STATEMENT



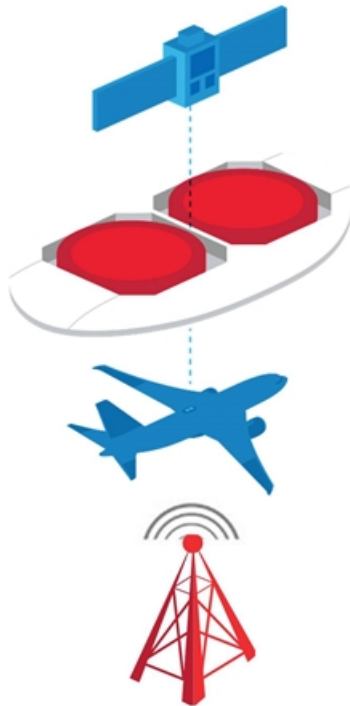
This presentation contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that are based on management's beliefs and assumptions and on information currently available to management. Most forward-looking 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 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 global leader in providing broadband connectivity solutions and wireless entertainment to the aviation industry

~7,000

Broadband aircraft online¹

53%

Global market share in Commercial aviation²

91%

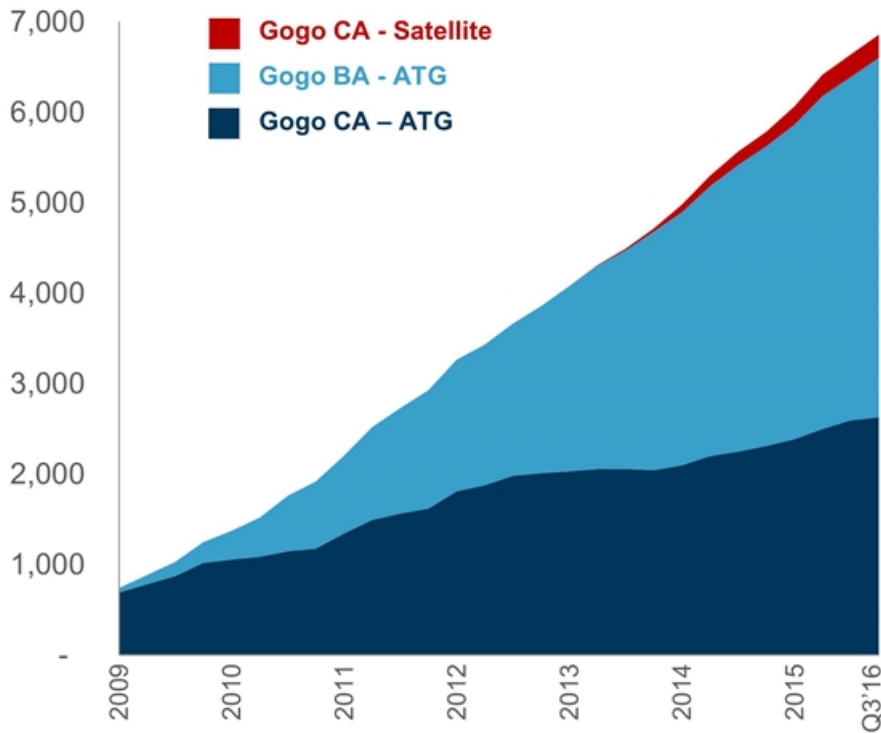
North America market share in Business aviation²

1) As of 9/30/2016

2) Based on management estimates, public filings and trade publications of broadband IFC installations as of 9/30/2016



Number of Aircraft Online



Market Opportunity

Commercial Aviation

~30,000
by 2025

Business Aviation

~37,000
by 2025

Note: Data based on management estimates, trade publications and other public sources as of 9/30/2016 and include both commercial and business broadband connected aircraft where specified

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2016 Airline Wins

AIR CANADA 

 DELTA

IAG INTERNATIONAL AIRLINES GROUP

BRITISH AIRWAYS 

IBERIA 

American Airlines 

AIRFRANCE  KLM

Network Technology

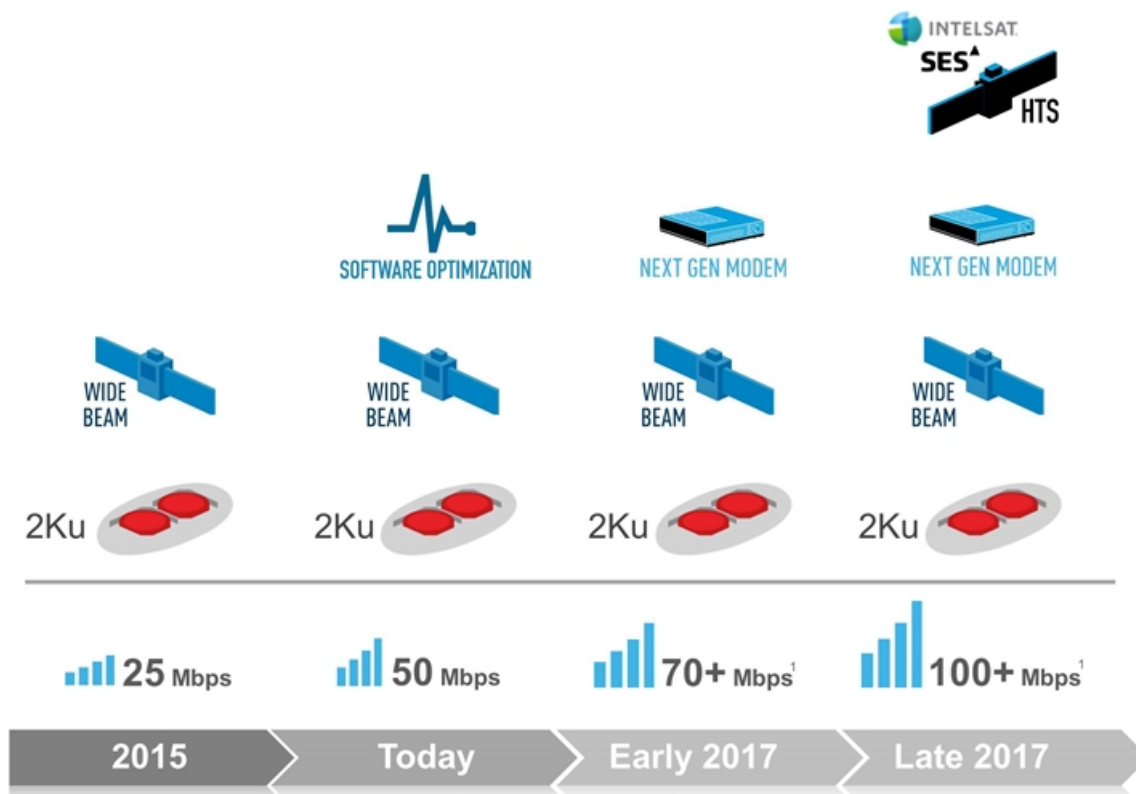
- **2Ku** – industry leading satellite-based connectivity launched and installed on more than 75 aircraft
- **Next generation ATG** technology announced
- Satellite **capacity secured** on Intelsat and SES satellites
- Next generation modem announced, expected in 2017

Aircraft Operations¹

- **1,000** CA aircraft awarded for 2Ku in 2016 alone
- **2,629** CA aircraft online, **~700** installs and upgrades YTD
- **3,974** BA broadband aircraft online, **~500** aircraft installs YTD

1) YTD Performance is as of 9/30/2016, except for 2Ku aircraft awards, which is as of 11/3/2016

2Ku BRINGS 100+ Mbps GLOBALLY IN 2017



1) Expected results and availability based on management estimates

NEXT GEN ATG BRINGS 100+ Mbps TO NORTH AMERICA IN 2018



ATG

ATG-4

Next Gen ATG



TOWER UPGRADES



EXISTING + UNLICENSED SPECTRUM



HARDWARE



3 Mbps

10 Mbps

100+¹ Mbps

2008

2012

2018

- **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

PROFITABILITY PATH FOR ALL SEGMENTS



PROFITABILITY DRIVERS

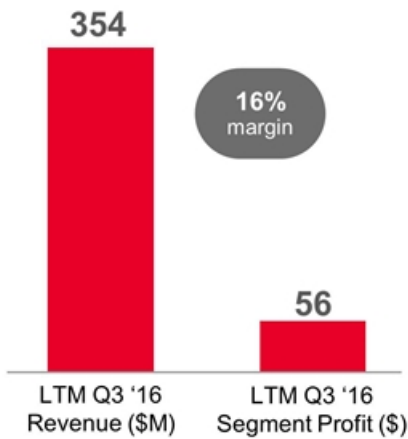
More
Bandwidth

More
Aircraft

More
Aircraft

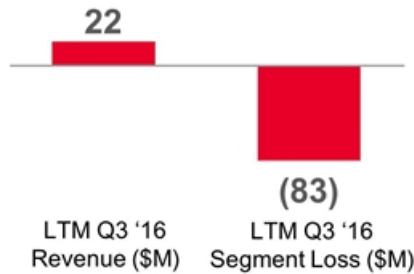
CA-NA

2,629 Aircraft online
67% Market share



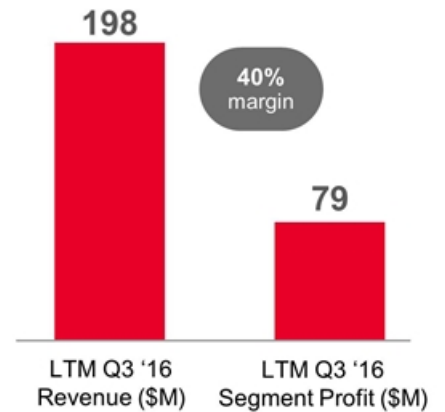
CA-ROW

256 Aircraft online
12% Market share
~600 Aircraft awarded,
but not yet installed



BA

3,974 ATG Aircraft online
91% Market share



Note: Revenue and Segment Profit/Loss figures are LTM as of 9/30/16

Note: Aircraft online and aircraft awarded, but not yet installed, are as of 9/30/2016

Note: Note market share is based on installed aircraft from public sources, trade publications, management estimates and other public sources as of 9/30/2016

1

Expand Technology Leadership

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

2

Scale Globally

- **Install** 1,500 2Ku aircraft awards
- **Achieve** 2Ku OEM offerability
- **Increase** penetration of ATG systems in BA market

3

Free Cash Flow Generation

- **Scale** CA-ROW segment to profitability
- **Further** reduce 2Ku installation costs
- **Double** ARPA
- **Achieve** free cash flow