
**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): February 29, 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))
-
-

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 February 29, 2016, when Michael Small, Gogo’s President and Chief Executive Officer, will be participating in the Morgan Stanley Technology, Media & Telecom Conference in San Francisco at 12:45 p.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: February 29, 2016

EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K

Dated February 29, 2016

99.1 Investor Presentation



Investor Presentation

February 29, 2016



SAFE HARBOR STATEMENT



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.

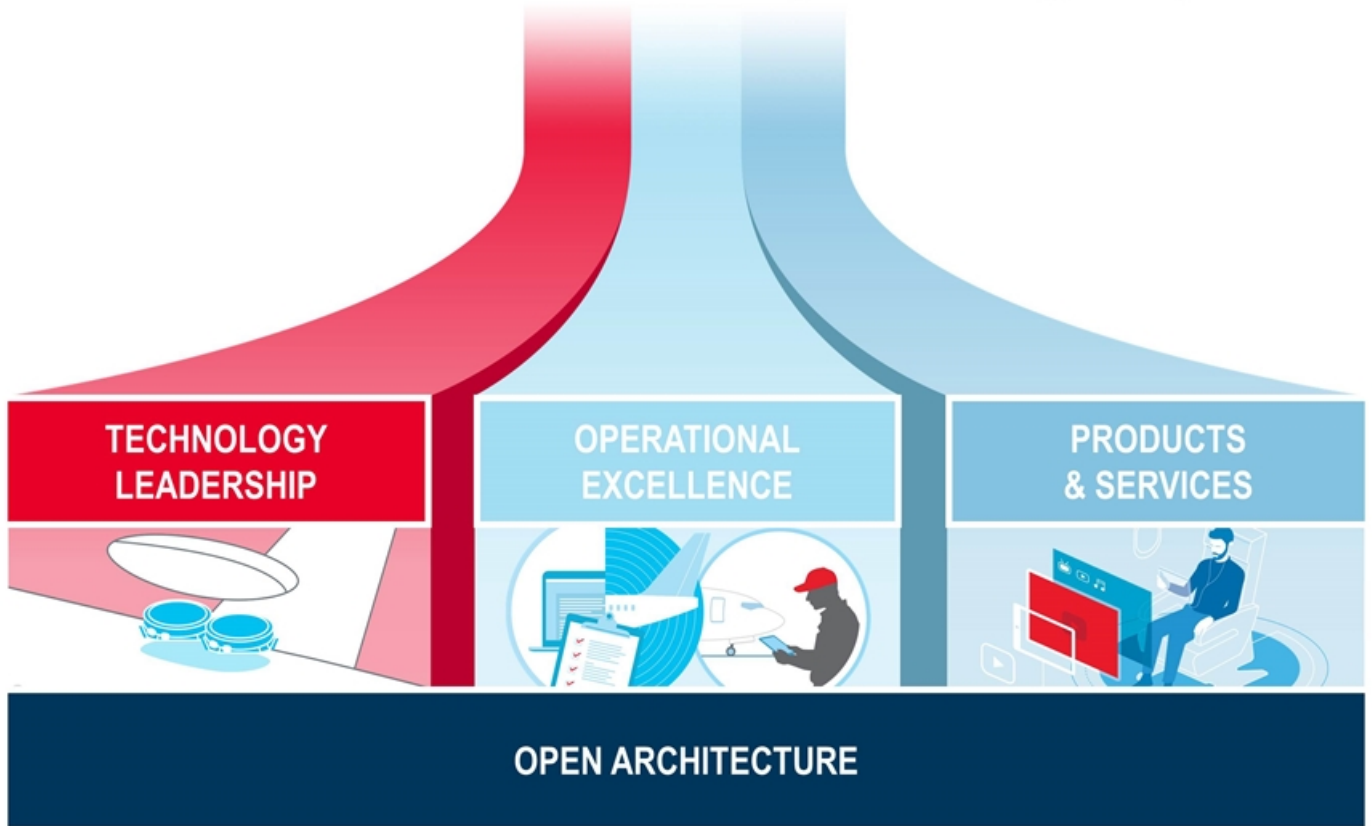
Gogo cannot assure you that the assumptions made in preparing any of the forward-looking statements will prove accurate or that any long-term financial or operational goals and targets will be realized. In particular, the availability and performance of certain technology solutions yet to be implemented 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.

Note to Certain Operating and Financial Data

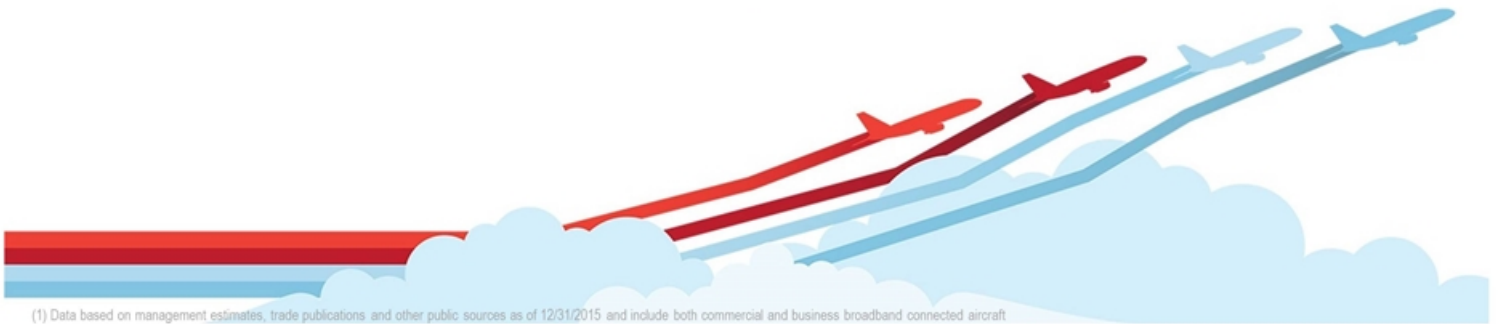
In addition to disclosing financial results that are determined in accordance with U.S. generally accepted accounting principles ("GAAP"), Gogo also discloses in this presentation certain non-GAAP financial information, including Adjusted EBITDA and Cash CapEx. These financial measures are not recognized 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.

Our mission is to advance aviation by connecting every aircraft



WHY INVEST IN GOGO



(1) Data based on management estimates, trade publications and other public sources as of 12/31/2015 and include both commercial and business broadband connected aircraft

(2) Industry estimates were derived by taking the amount spent to provide connectivity to a home or automobile as a percentage of the average value of the asset.

This analogue in conjunction with an assumed \$100M asset value for a commercial aircraft was used to arrive at ARPA.



On the Move

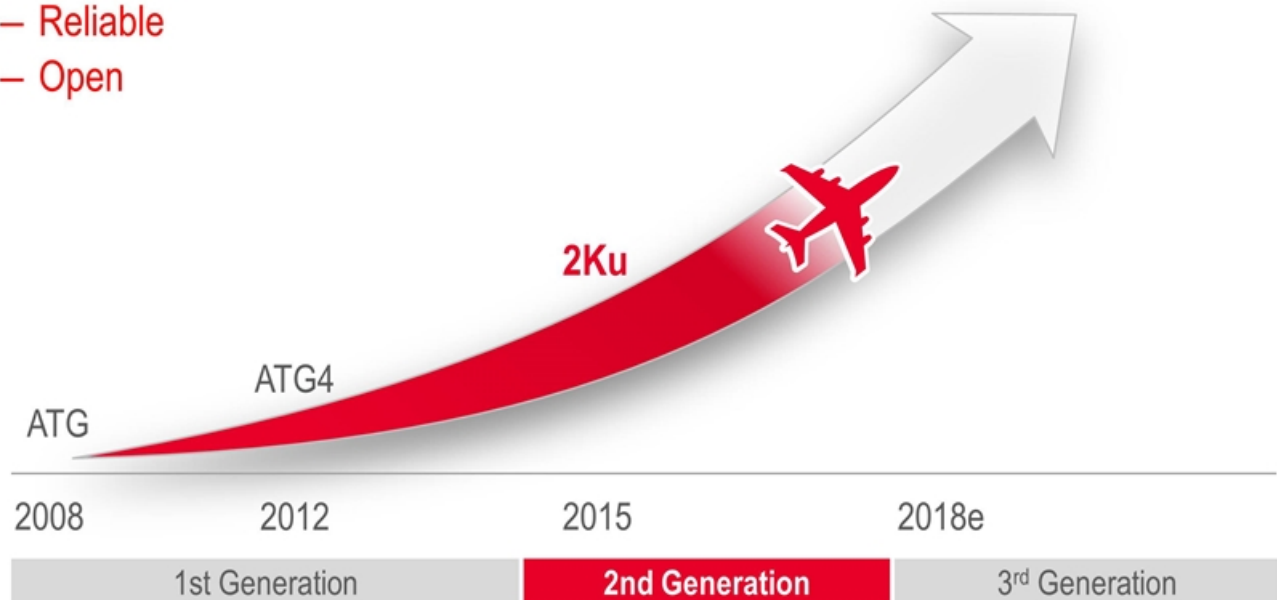
Key Differentiators

Strategy Going Forward

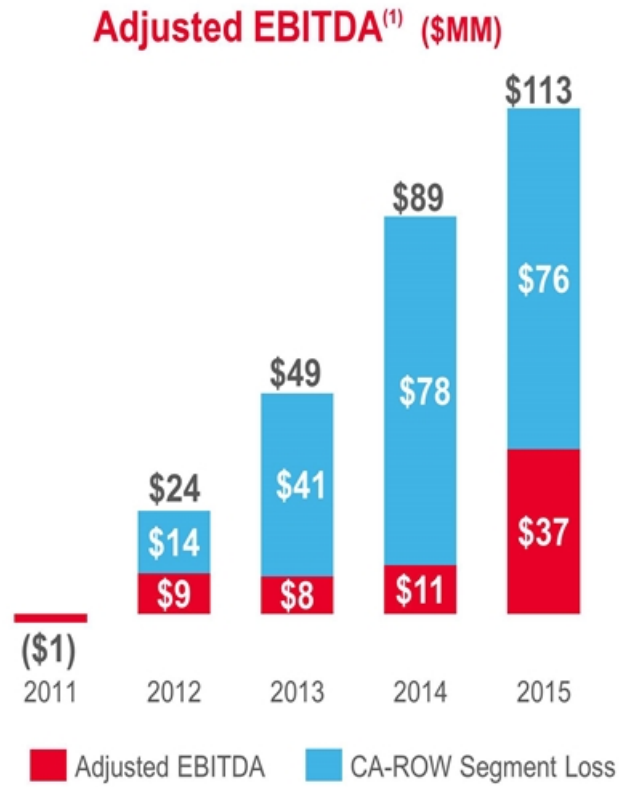
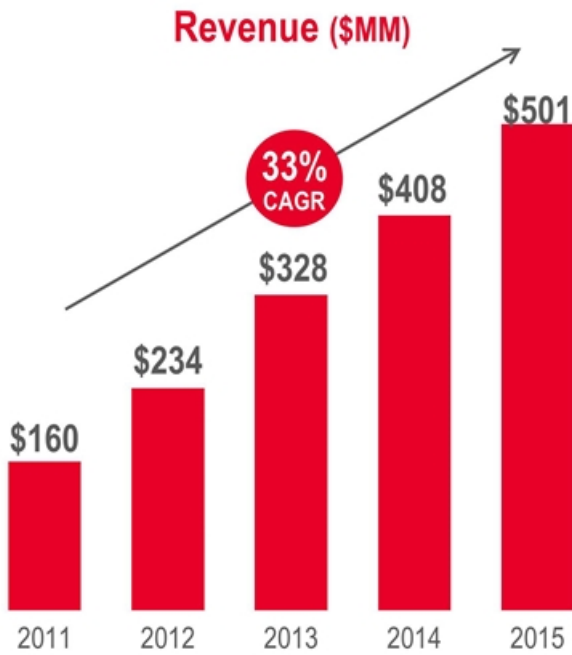
- Gogo
- Commercial Aviation
- Business Aviation



- **ATG / ATG4** launched IFC in North America
- **2Ku** - the catalyst for changing global aviation in 2016 & beyond
 - Fast & Affordable
 - Near Global
 - Reliable
 - Open

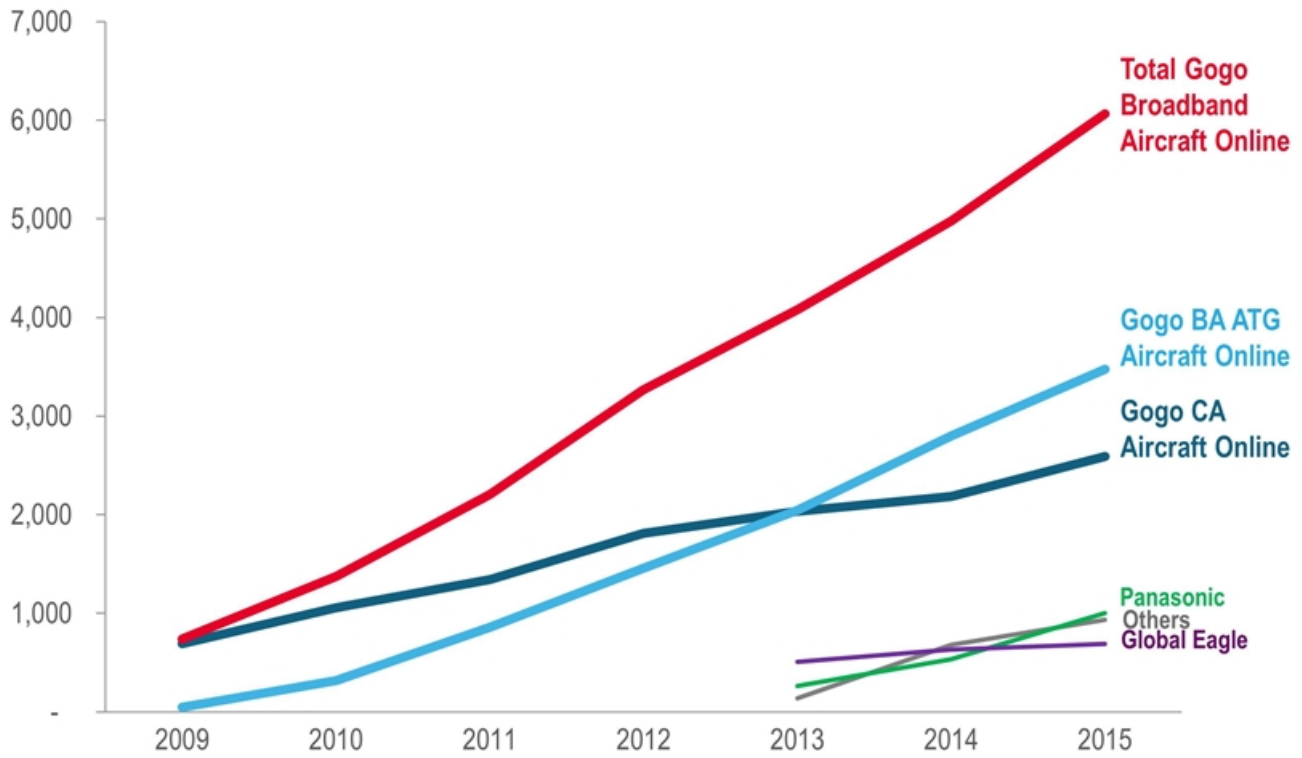


GROWTH AND PROFITABILITY TRENDS ARE STRONG



Note: Minor differences exist due to rounding
 (1) Please see reconciliation of Adjusted EBITDA in appendix
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GOGO HAS THE MOST BROADBAND AIRCRAFT ONLINE



* Data based on management estimates, trade publications and other public sources as of 12/31/2015 and include both commercial and business broadband connected aircraft
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GLOBAL LEADER WITH PREMIER PARTNERS



Business Segment	Market Position Worldwide ⁽¹⁾	% of 2015 Revenue	Customers Include
<p>Commercial Aviation – North America</p> 	<p>#1</p> <p>2,387 installed aircraft</p>	62%	      
<p>Business Aviation</p> 	<p>#1</p> <p>3,477 installed ATG aircraft</p>	36%	         
<p>Commercial Aviation – Rest of World</p> 	<p>#2</p> <p>202 installed aircraft</p>	2%	     

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

(2) Letter of intent

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On the Move



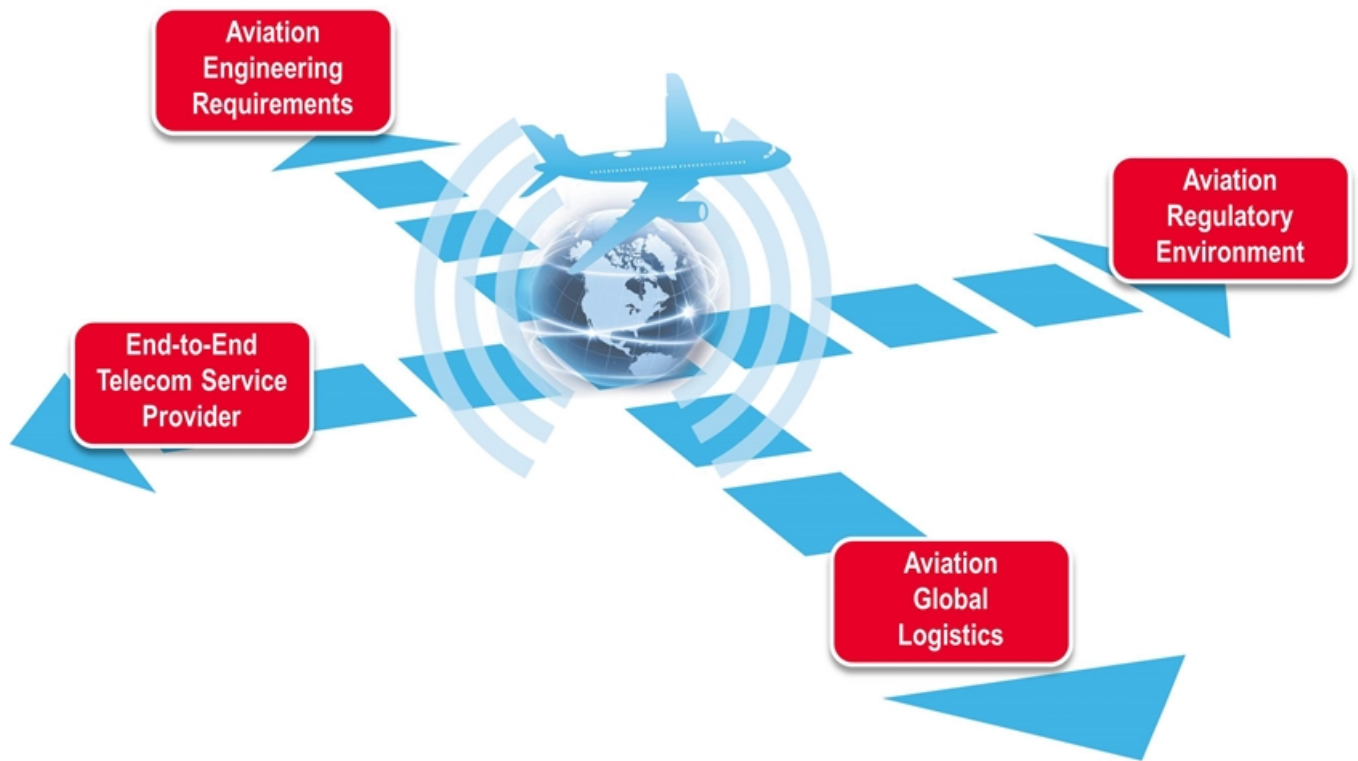
Key Differentiators

Strategy Going Forward

- Gogo
- Commercial Aviation
- Business Aviation

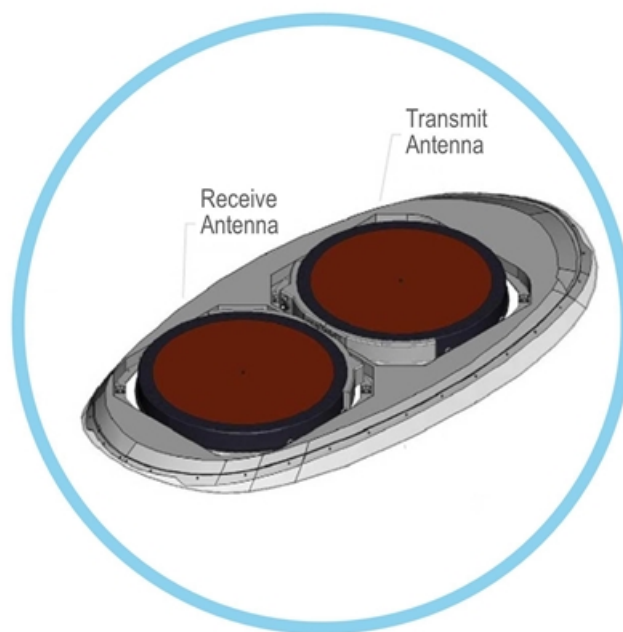


OPERATIONAL EXCELLENCE BY MASTERING AVIATION & TELECOM



Only Gogo masters all four requirements

-  Speed: **70 Mbps** now, 100+ Mbps expected by 2018
-  Cost: **Most** cost efficient globally
-  Coverage: Near **global** coverage
-  Capacity: **~180** Ku satellites; HTS and LEO satellites coming
-  Reliability: **Fewer** moving parts, satellite redundancy
-  Aero performance: **Low** profile, **low** fuel burn



Open Flexible Platforms



Tailored passenger experience

More levers to deliver connectivity and full range of live and stored content based on customer preferences



Digitized front line employees

More efficient crew and improved passenger experience through online ordering/payments, CRM/re-routing, etc.



Improved operations

Better decision making with electronic flight bag, real-time weather/flight routing, aircraft health monitoring, predictive maintenance, etc.

More bandwidth unlocks connected aircraft

On the Move

Key Differentiators



Strategy Going Forward

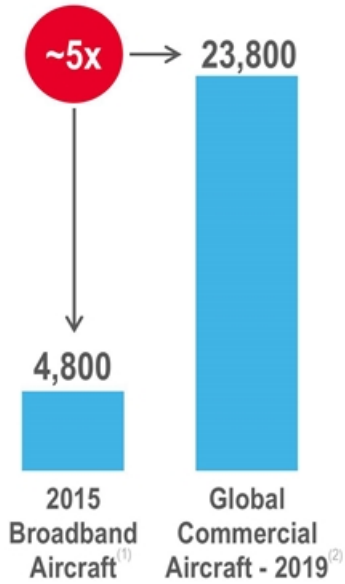
- Gogo
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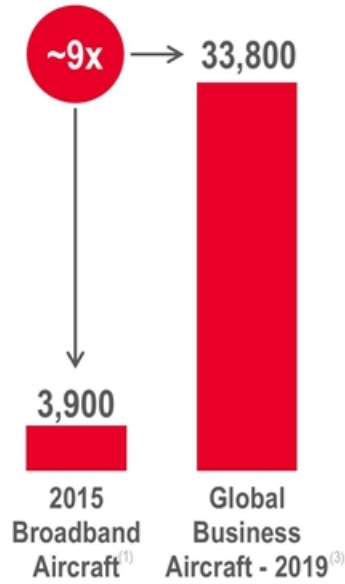
CAPITALIZING ON LARGE GROWTH OPPORTUNITY IN AIRCRAFT AND DATA DEMAND



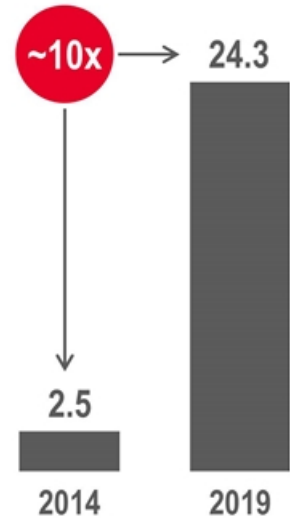
Commercial Aircraft



Business Aviation



Global Mobile Data⁽⁴⁾ Exabytes per Month



More aircraft. More data. \$30B revenue opportunity.⁽⁵⁾

1) Global broadband aircraft online as of 12/31/2015 based on management estimates, public filings and trade publications.

2) Derived from Boeing Current Market Outlook 2015 – 2034, excludes: cargo aircraft

3) JetNet iQ Report Q3 2015; General Aviation Manufacturers Association 2014 Statistical Databook, excludes Rest of World turbo props

4) Cisco VNI Mobile, 2015

5) Industry estimates were derived by taking the amount spent to provide connectivity to a home or automobile as a percentage of the average value of the asset. This analogue in conjunction with an assumed \$100M asset value for a commercial aircraft was used to arrive at ARPA.

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1. Increase Aircraft Online

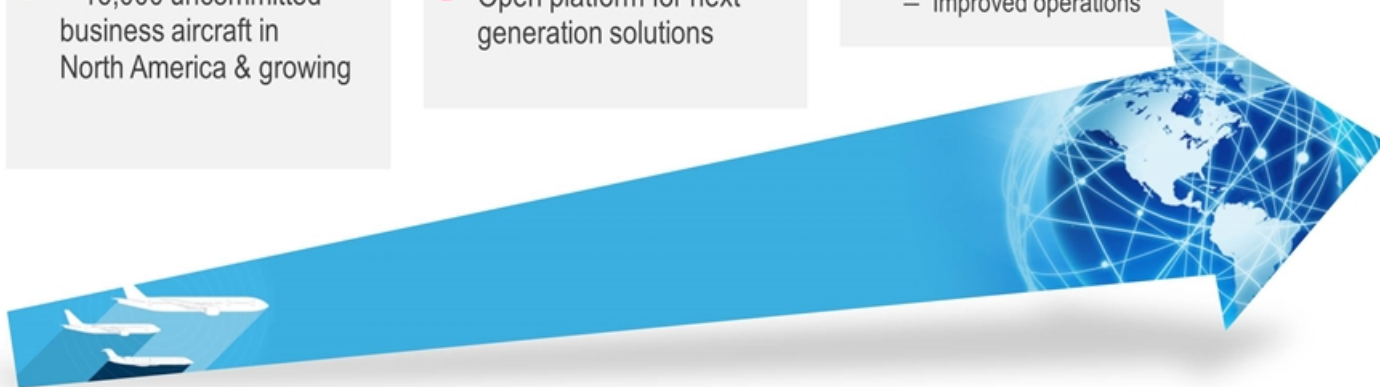
- ~11,000 uncommitted commercial aircraft globally & growing
- ~ 16,000 uncommitted business aircraft in North America & growing

2. Bring More Bandwidth to Aviation

- Aggressive roll out of 2Ku
- Continue ATG-4 upgrades in North America
- Bring 4G to BA by 2017
- Open platform for next generation solutions

3. Enable Connected Aircraft

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



On the Move

Key Differentiators



Strategy Going Forward

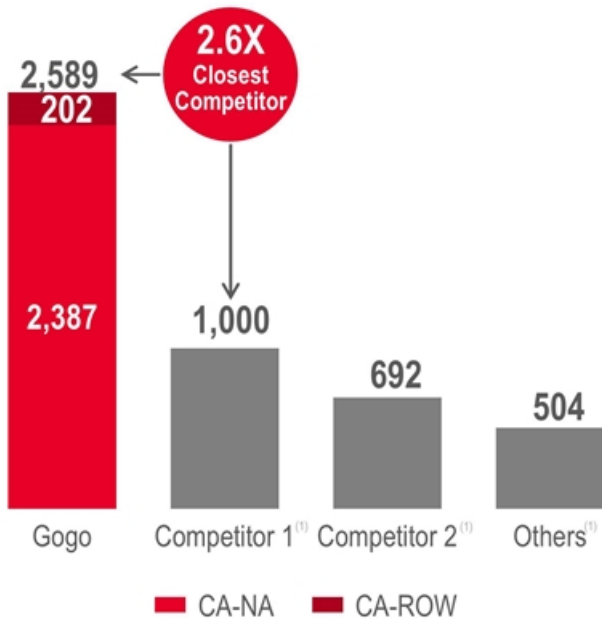
- Gogo
- Commercial Aviation
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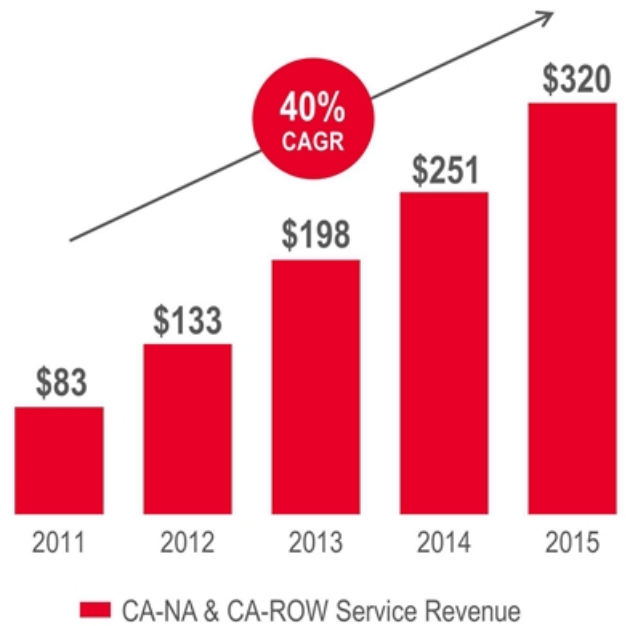
GOGO - LEADING GLOBAL POSITION AND SCALE IN COMMERCIAL AVIATION



Most Broadband Connected Commercial Aircraft



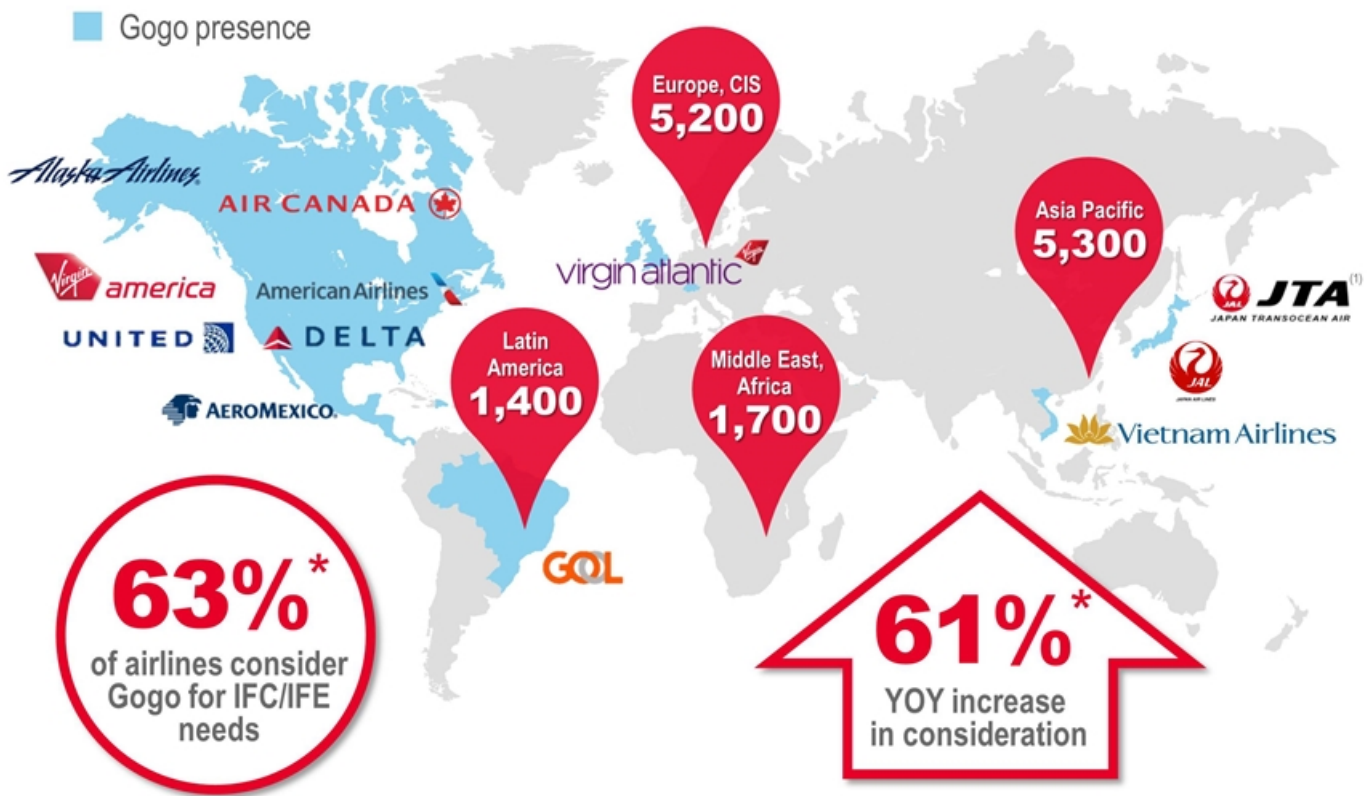
Most Connectivity Revenue (\$MM)



2Ku's capacity and global coverage will drive Gogo's revenue growth

(1) Data based on management estimates, trade publications and other public sources as of 12/31/2015 and include commercial broadband connected aircraft ©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

ON A MISSION TO CONNECT GLOBAL AVIATION



*Source: Gogo Global Airline Survey November 2014
Note: All aircraft count above is derived from Boeing Current Market Outlook 2015 - 2034, excludes: cargo aircraft
(1) Letter of Intent
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Performance results:⁽¹⁾

- Speed tests exceeded 70 Mbps to a plane
- Streamed videos simultaneously to 40 devices, plus IPTV
- Next generation modem expected to reach 400 Mbps

Market deployment and adoption:

- 800+ aircraft awarded across 7 airlines
- Gogo 737 aircraft is flying with 2Ku
- 15 STCs in process covering 450+ aircraft⁽²⁾
- Strong linefit progress

2Ku



Traditional Gimbaled Aperture



Photo to scale

2Ku is exclusive to Gogo

Proprietary phased-array antenna

(1) Based on testing done on our Boeing 737 aircraft
(2) As of 12/31/15
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2Ku: FAST, FLAT, GLOBAL, RELIABLE, OPEN



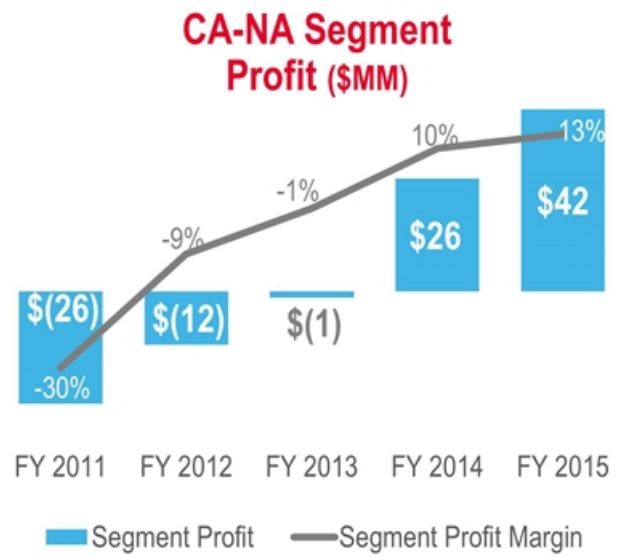
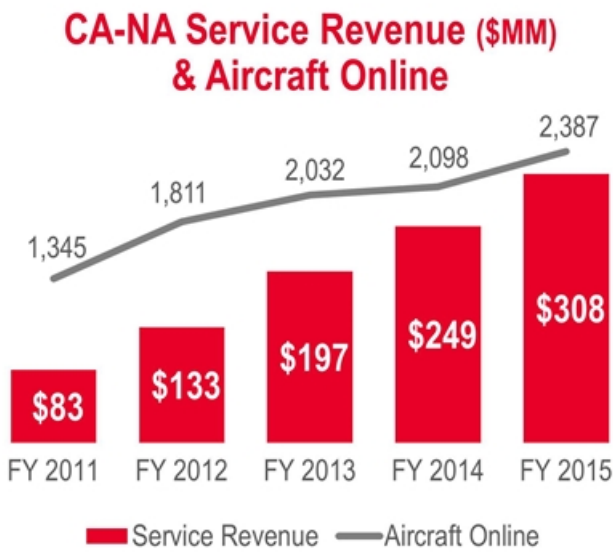
	Ka satellites 2 to 5 ⁽¹⁾	Ku satellites ~180 in orbit today ⁽²⁾	Radome Profile
Round antenna		 <p>Gogo 2Ku</p>	 <p>6.7 inches</p>
Rectangular antenna	 <p>ViaSat Inmarsat</p>	 <p>Global Eagle Panasonic</p>	 <p>>13 inches</p>

(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 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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CA-NORTH AMERICA: SCALE DRIVES PROFITABILITY



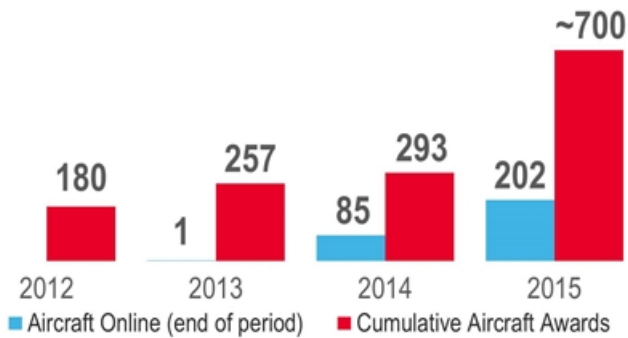
- Strong revenue growth fueled by increase in aircraft online and ARPA growth
- Strong operating leverage
- Expanding segment profit margins
- 280 aircraft awarded, but not yet installed as of 12/31/2015⁽¹⁾

(1) Net of de-installs

CA-REST OF WORLD: FOCUS ON INTERNATIONAL EXPANSION



International Aircraft Awards and Aircraft Online



Executing On Our International Expansion

- 202 aircraft online as of 12/31/2015
- Near global Ku-band satellite network
- >450 international aircraft awarded, but not yet installed as of 2/21/16, mostly 2Ku awards⁽¹⁾
- >800 2Ku aircraft awarded but not yet installed as of 2/21/16 by 7 airlines⁽²⁾

CA-ROW Segment Loss (\$MM)




International Partners




(1) Net of de-installs
 (2) Either on a long-term or trial basis
 (3) Letter of Intent
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OPEN PLATFORM TO SUIT AIRLINES' NEEDS



Connectivity,
Text & Talk

A circular illustration showing a passenger sitting in an airplane seat, using a laptop and a smartphone. Red speech bubbles are positioned around the passenger, indicating communication or connectivity.

GGV,
IPTV

A circular illustration showing a passenger sitting in an airplane seat, looking at a tablet device. The background is a light blue color, suggesting an entertainment screen or IPTV service.

Crew connect,
Electronic Flight Bag

A circular illustration showing a flight attendant wearing a headset and holding a tablet device while sitting in an airplane seat. This represents crew connectivity and the use of electronic flight bags.

**Letting the airlines be themselves.
Business models to suit airlines' needs.**

1. Increase Aircraft Online

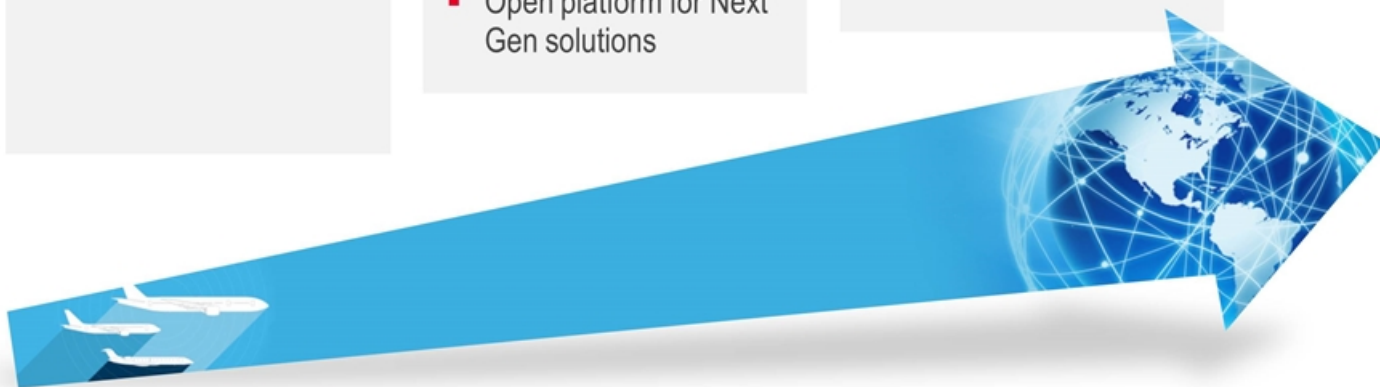
- Win more aircraft
- Install awarded aircraft

2. Bring More Bandwidth to Aviation

- Launch 2Ku commercially
- Continue ATG-4 upgrades
- Open platform for Next Gen solutions

3. Enable Connected Aircraft

- Develop open communications platforms



On the Move

Key Differentiators

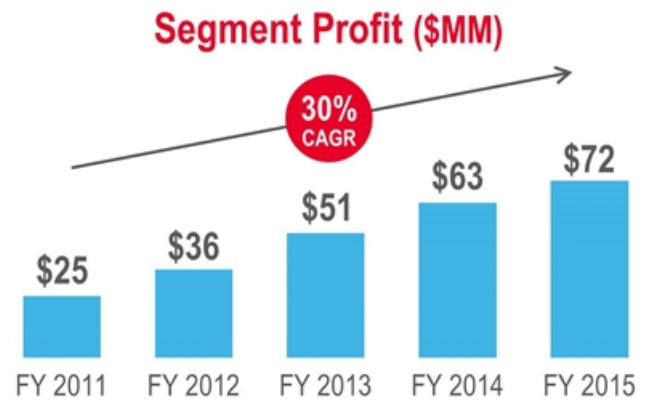
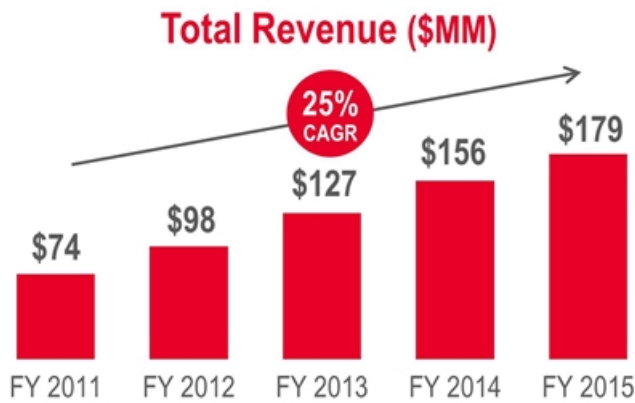


Strategy Going Forward

- Gogo
- Commercial Aviation
- Business Aviation

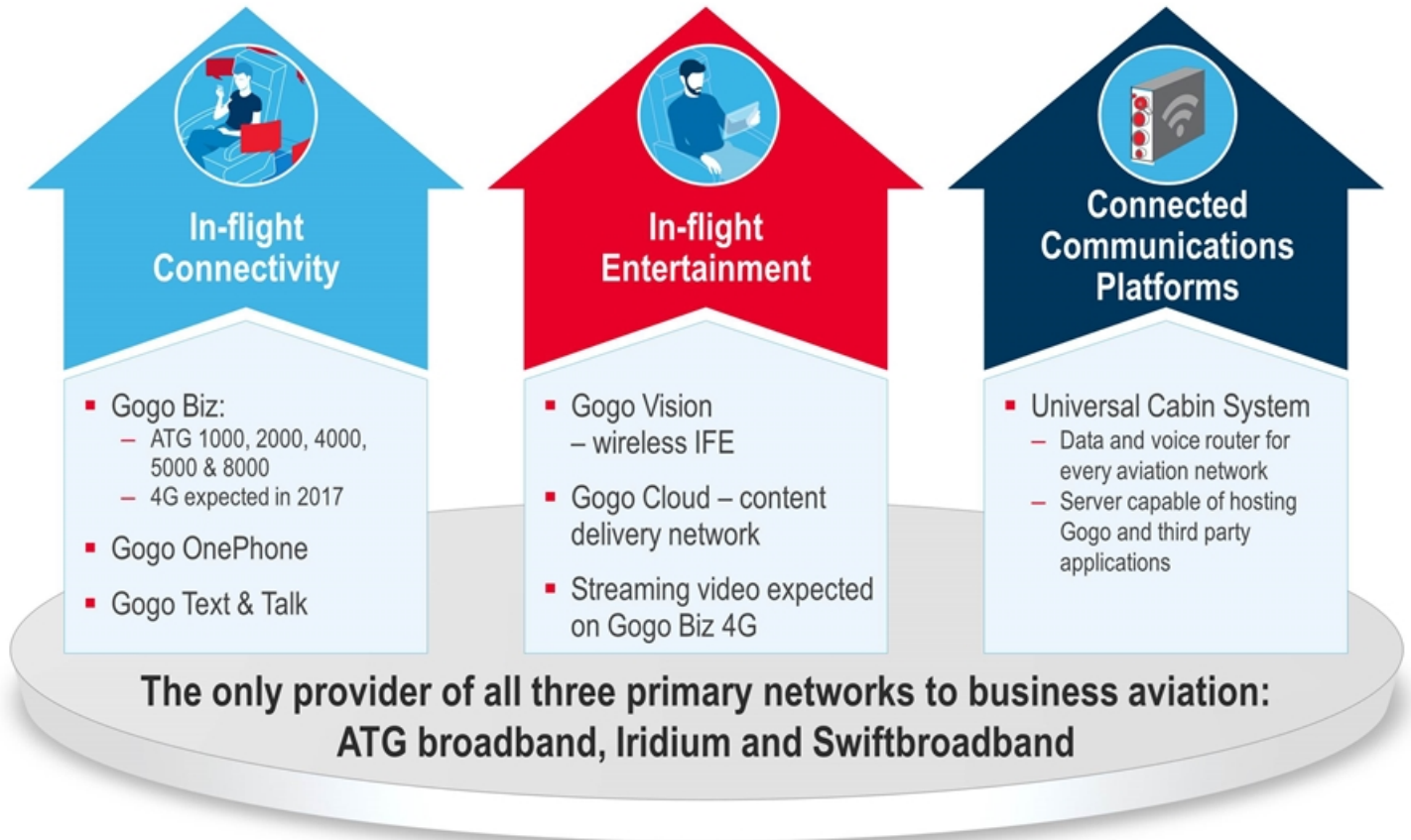


ESTABLISHED & PROFITABLE LEADER IN BUSINESS AVIATION



- Market leader:
 - Total of 8,900+ units online
 - 90% market share in broadband connected aircraft⁽¹⁾
 - 63% market share in Iridium connected aircraft⁽¹⁾
- Long-lasting relationships with all leading OEM and aftermarket dealers
- Recognized as having industry leading customer support by Aircraft International News 5 years in a row
- Leading R&D capabilities:
 - Gogo Biz 4G
 - Universal Cabin System
 - Gogo Cloud

(1) Data based on management estimates, trade publications and other public sources as of 12/31/2015
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LARGE JETS

2,900 aircraft*



**ATG8000/
ATG5000**

ATG 8000
for **higher
capacity** aircraft

MEDIUM JETS

4,300 aircraft*



**ATG5000/
ATG4000**

87%⁽¹⁾ of installs
are on
medium or large aircraft

LIGHT JETS

5,500 aircraft*



ATG2000

62%⁽¹⁾ of units are
being installed on
light jets or turboprops

TURBOPROPS

8,300 aircraft*



ATG1000

Addresses **smaller
aircraft**

Gogo Biz uniquely addresses all aircraft sizes

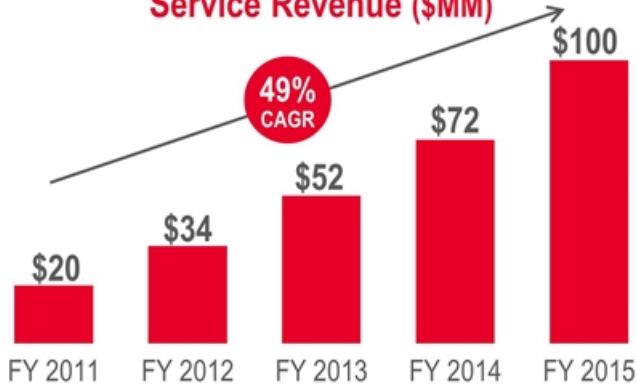
* Source: JetNet iQ Report Q4 2014 and Gogo estimates as of June 2015
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(1) From 2009 through 3/31/2015

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



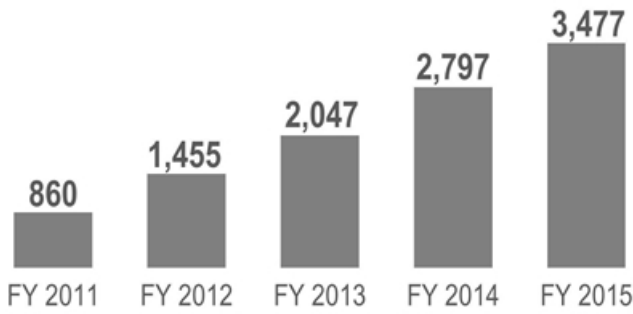
Service Revenue (\$MM)



Segment Profit (\$MM)



ATG Aircraft Online



Average Monthly Service Revenue per Unit (\$)



1. Increase Aircraft Online

- Increase North American market penetration, smaller aircraft
- Expand global service offerings

2. Bring More Bandwidth to Aviation

- 4G is expected in 2017
- Develop Next Gen solutions

3. Enable Connected Aircraft

- Universal cabin system
- Cockpit applications
- Gogo Cloud – content delivery network



Game Changer

- 2Ku – is the catalyst for connecting global aviation



Cash Flow Positive

- Combined CA-NA and BA free cash flow positive for full year 2015



Growth

- Aircraft Online
- ARPA
- Profitability





APPENDIX



ADJUSTED EBITDA RECONCILIATION (\$MM)



	2009	2010	2011	2012	2013	2014	2015
Net Income	(142)	(140)	(18)	(96)	(146)	(85)	(108)
Interest Income	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Interest Expense	30	–	1	9	29	33	59
Income Tax Provision	–	3	1	1	1	1	1
Depreciation & Amortization	22	31	33	37	56	65	87
EBITDA	(91)	(106)	16	(49)	(60)	14	39
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	10	15
Loss on Extinguishment of Debt	2	–	–	–	–	–	–
Write Off of Deferred Equity Financing Costs	–	–	–	5	–	–	–
Amortization of Deferred Airborne Lease Incentives	–	(1)	(1)	(4)	(8)	(13)	(20)
Write-off of Deferred Financing Costs	–	–	–	–	–	–	2
Adjusted EBITDA	(89)	(45)	(1)	9	8	11	37