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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): May 19, 2014**

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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.)

**1250 North Arlington Rd.**  
**Itasca, IL**  
(Address of principal executive offices)

**60143**  
(Zip Code)

**Registrant's telephone number, including area code:**  
**630-647-1400**

**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.**

On May 19, 2014, Michael Small, Gogo's Chief Executive Officer, will be participating in a J.P. Morgan's Global Technology, Media & Telecom Conference which begins at 3:40 p.m. Eastern Time. Please visit Gogo's website at [www.gogoaïr.com](http://www.gogoaïr.com) under the "Investor Relations" tab for Webcast access information regarding this conference.

Representatives of Gogo Inc. (the "Company") will use the attached presentation in various meetings with investors from time to 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 19, 2014

99.1 Investor Slides



## Investor Presentation

May 2014

# DISCLAIMER

## Safe Harbor Statement

This presentation contains "forward-looking statements" 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 heading "Risk Factors" and "Special Note Regarding Forward-Looking Statements" in the Company's Annual Report on Form 10-K filed with the SEC on March 14, 2014.

## 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 are not intended to be, and should not be, considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. 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.





# BUSINESS OVERVIEW

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

- Our *scale* position supports superior unit economics, operational excellence, and industry-leading R&D investments.
- Gogo is a *pure play*. We are the only telecom company that focuses solely on the unique requirements of connecting aircraft.
- Our *growth* opportunity is large, well-defined and early stage.



# GOGO LEADERSHIP SPANS ALL MARKET SEGMENTS

## COMMERCIAL AVIATION NORTH AMERICA



- > 2,050 aircraft online
- > 8,000 daily flights
- ~77% market share<sup>(1)</sup>
- > 55 million passenger sessions since service launch

## COMMERCIAL AVIATION REST OF WORLD



- Awards for 332 aircraft:
  - Delta international
  - Japan Airlines
  - AeroMexico
- Near global satellite network

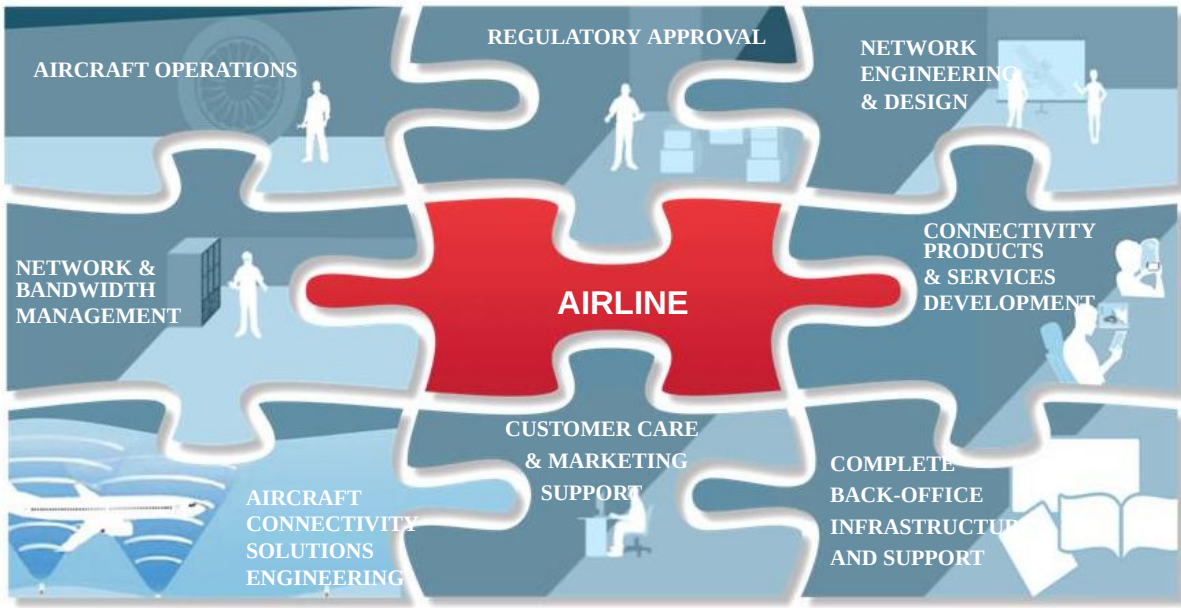
## BUSINESS AVIATION GLOBAL



- > 7,500 systems operating
- > 2,250 ATG aircraft, 94% online market share<sup>(2)</sup>
- > 5,250 satellite aircraft, 63% online market share<sup>(2)</sup>

(1) Commercial Aviation market share is based on management estimates, trade publications and other public sources as of 3/31/2014.  
(2) Business Aviation Satellite and ATG market share is based on management estimates as of 3/31/2014.

# ONLY GOGO PROVIDES COMPLETE END-TO-END SOLUTIONS



# OUR VERSATILE, PROPRIETARY PLATFORM ENGAGES EVERY PASSENGER, AIRCRAFT OWNER & OPERATOR

## PASSENGERS



Gogo Connectivity  
& Gogo Biz

Gogo  
Vision

Gogo  
Text & Talk

## PASSENGERS, AIRLINES & MEDIA PARTNERS



Gogo  
Signature  
Services

## AIRCRAFT OWNERS & OPERATORS



Operations-Oriented  
Communication  
Services



# WE PRIDE OURSELVES ON OUR ENDURING PARTNERSHIPS

## COMMERCIAL AVIATION

### North America



## BUSINESS AVIATION

### Original Equipment Manufacturer



### International



### Fractional Jet Operators



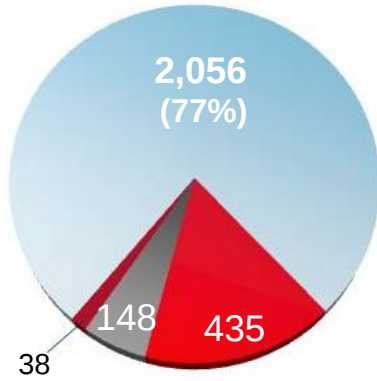
(1) Letter of Intent



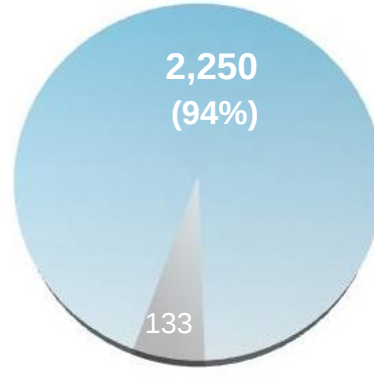
# STRONG INCUMBENT POSITION

## GOGO HAS 10X MORE BROADBAND AIRCRAFT THAN THE CLOSEST

### COMMERCIAL AVIATION NORTH AMER BROADBAND AIRCRAFT ONLINE



### BUSINESS AVIATION NORTH AMER BROADBAND AIRCRAFT ONLINE



■ Gogo ■ Global Eagle (Row 44) ■ Panasonic ■ LiveTV

■ Gogo ■ All Others

<sup>1</sup>Based on management estimates, trade publications and other public sources as of 3/31/2014.



# ATTACKING A LARGE AND EXPANDING GLOBAL OPPORTUNITY

■ North America ■ Rest of World

## COMMERCIAL AIRCRAFT <sup>(1)</sup>

## BUSINESS AIRCRAFT <sup>(2)</sup>

2.1x

1.4x



2012



2032F



2013



2023F

Sources:

(1) Derived from Boeing Current Market Outlook 2013 – 2032, excludes: cargo aircraft, RJs < than 50 seats. CA-NA wide-body aircraft are included as part of CA-ROW market.  
 (2) JetNet iQ Report Q4 2013; General Aviation Manufacturers Association 2012 Statistical Databook. NA includes jets and turbo props, ROW excludes turbo props.



# BROADEST ARRAY OF CONNECTIVITY SOLUTIONS

Technology	Region	Peak Speed	Key Attributes	gogo	Panasonic	onair	ViaSat	THALES liveTV
Iridium	Global	2.4 Kbps	- Primarily telecom service - Low data speeds - Satellite	✓				
SwiftBroadband	Global	432 Kbps	- Low data speeds - Satellite	✓	✓		✓	
Air-to-Ground (EvDo Rev A)	Regional	3.1 Mbps	- Overnight install - Suits all aircraft types	✓				
Air-to-Ground 4 (EvDo Rev B)	Regional	9.8 Mbps	- Triples the peak speed - More reliable than ATG - Overnight install	✓				
Ku Band	Global	50 Mbps	- Global coverage - Multiple suppliers - Available today	✓	✓	✓		
Ka Band	Global	50 Mbps	- High data speeds - Spot beam - Next Generation	Expected 2015 Launch			Expected 2015 Launch	✓ (Regional) ✓ (Regional)
Ground-to-Orbit (Hybrid)	Regional	70 Mbps+	- More spectrally efficient - Lower profile - More robust & reliable	Expected 2014 Launch				
2Ku	Global	70 Mbps+	- More spectrally efficient - Lower profile - More robust & reliable	Expected 2015 Launch				



# AIRCRAFT TIMES REVENUE PER AIRCRAFT

YESTERDAY

TODAY

TOMORROW

**INCREASE  
AIRCRAFT**

North America



Global

**INCREASE  
REVENUE PER  
AIRCRAFT**

In-Flight Connectivity

Business Passengers



In-Flight Connectivity  
Gogo Vision  
Gogo Text Messaging  
Gogo Signature Services  
Gogo Operations-Oriented  
Communications Service

All Passengers  
Media Partners  
Aircraft Operators



# COMPELLING BUSINESS MODEL

## HIGH GROWTH

- Strong revenue growth and multiple growth drivers
- Growing percentage of high margin service revenue
- Riding the mobile internet wave

## SCALE AND EXPERTISE

- 10x the number of connected aircraft as the closest competitor
- Enables significant investment in technology
- Drives operational, technology & regulatory expertise
- Generates unrivalled track record of reliability

## SIGNIFICANT OPERATING LEVERAGE

- Strong contribution margins
- Highly scalable operating infrastructure
- New product offerings expected to generate solid returns
- Transition to cash capex-lite model



# FINANCIAL REVIEW



# GROWING REVENUE DRIVES PROFITABILITY

## REVENUE (\$MM)

## ADJUSTED EBITDA (\$MM)

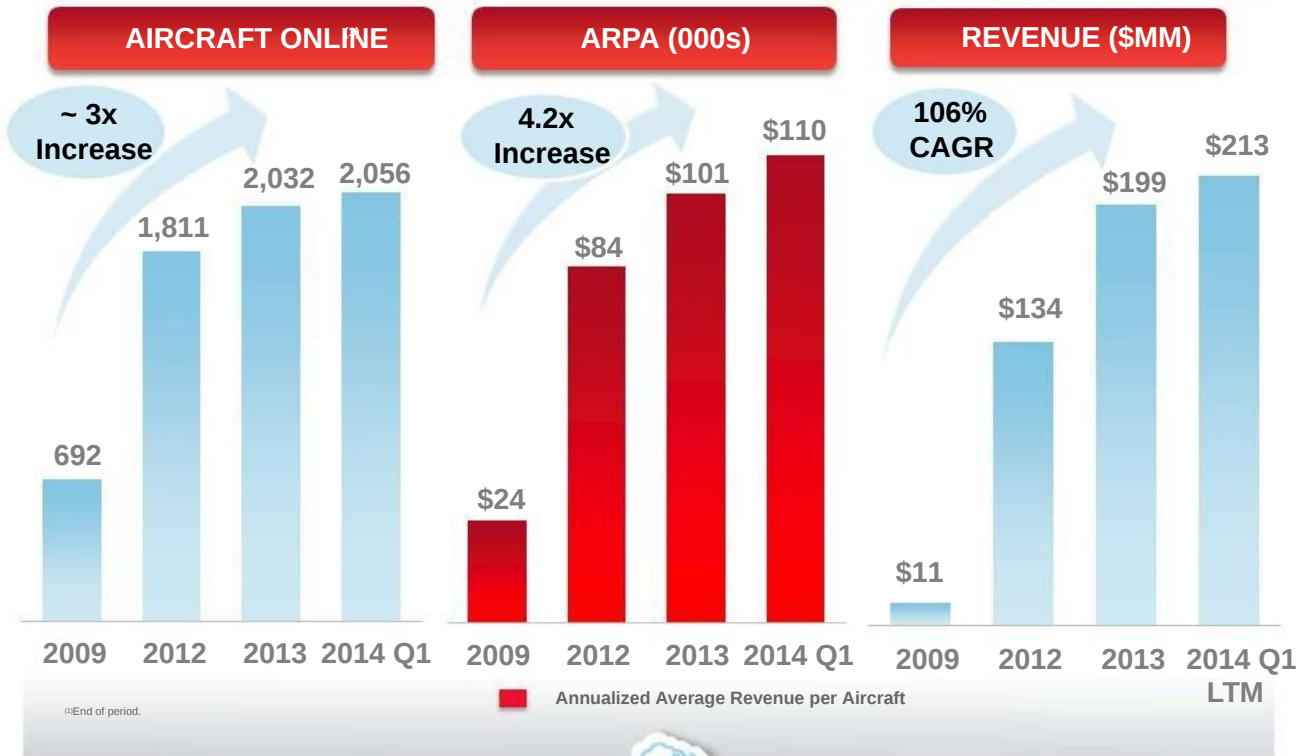
73% CAGR



Note: Minor differences exist due to rounding.



# MORE AIRCRAFT & MORE REVENUE PER AIRCRAFT IN CA-NA

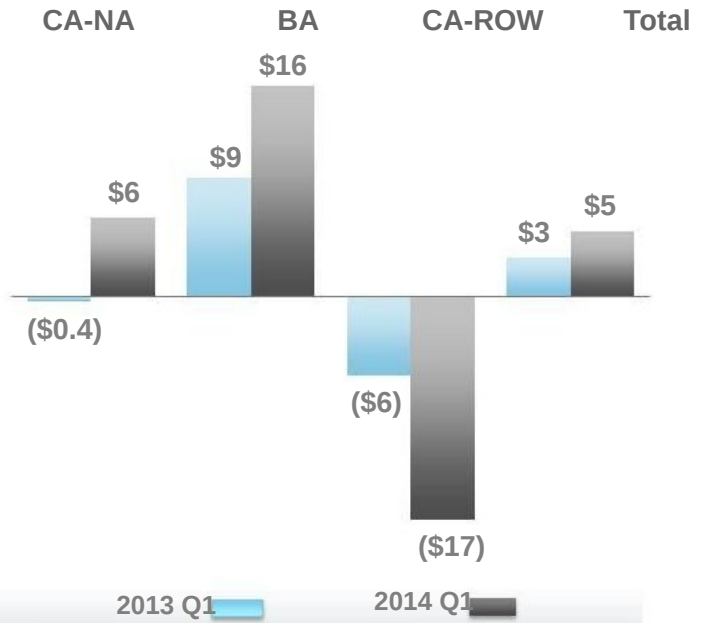


# STRONG Q1 2014 FINANCIAL RESULT DEMONSTRATES SCALEABILITY

## REVENUE (\$MM)



## SEGMENT PROFIT (\$MM)



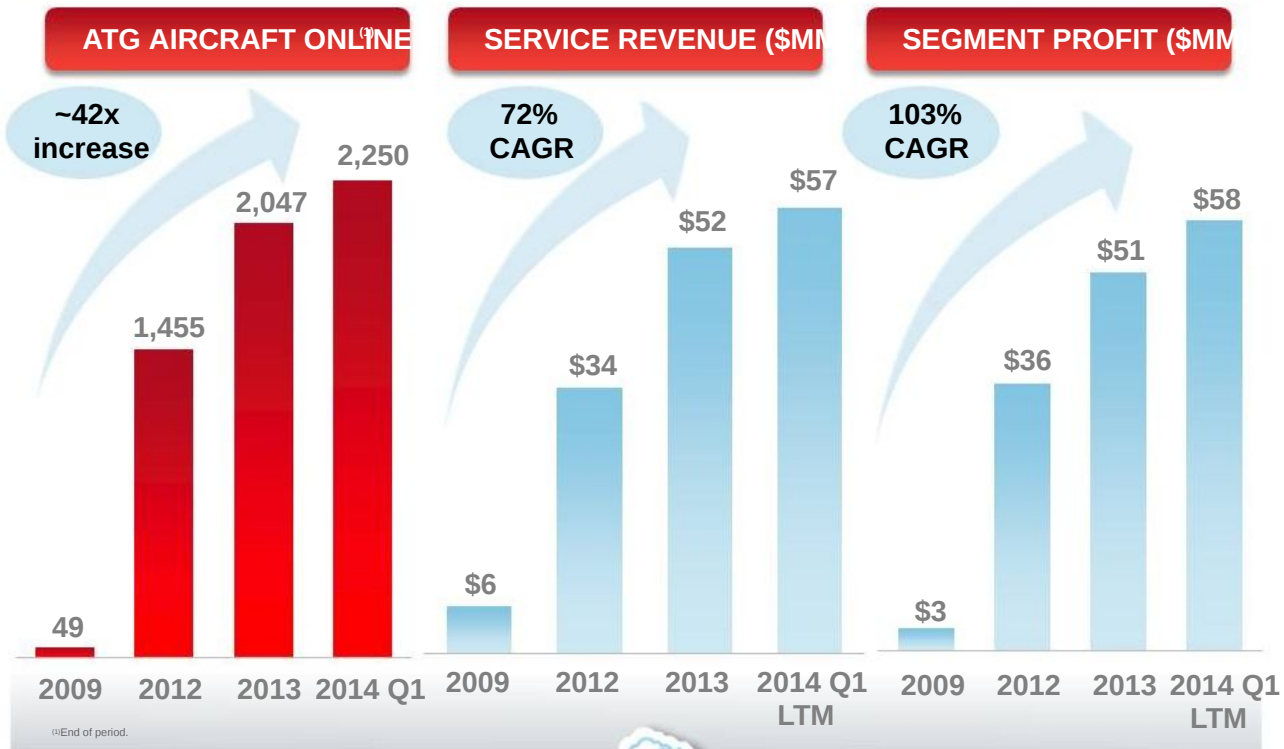
CA-NA BA CA-ROW

2013 Q1 2014 Q1

Note: Minor differences exist due to rounding.



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



# INVESTING FOR A DECADE+ OF GROWTH

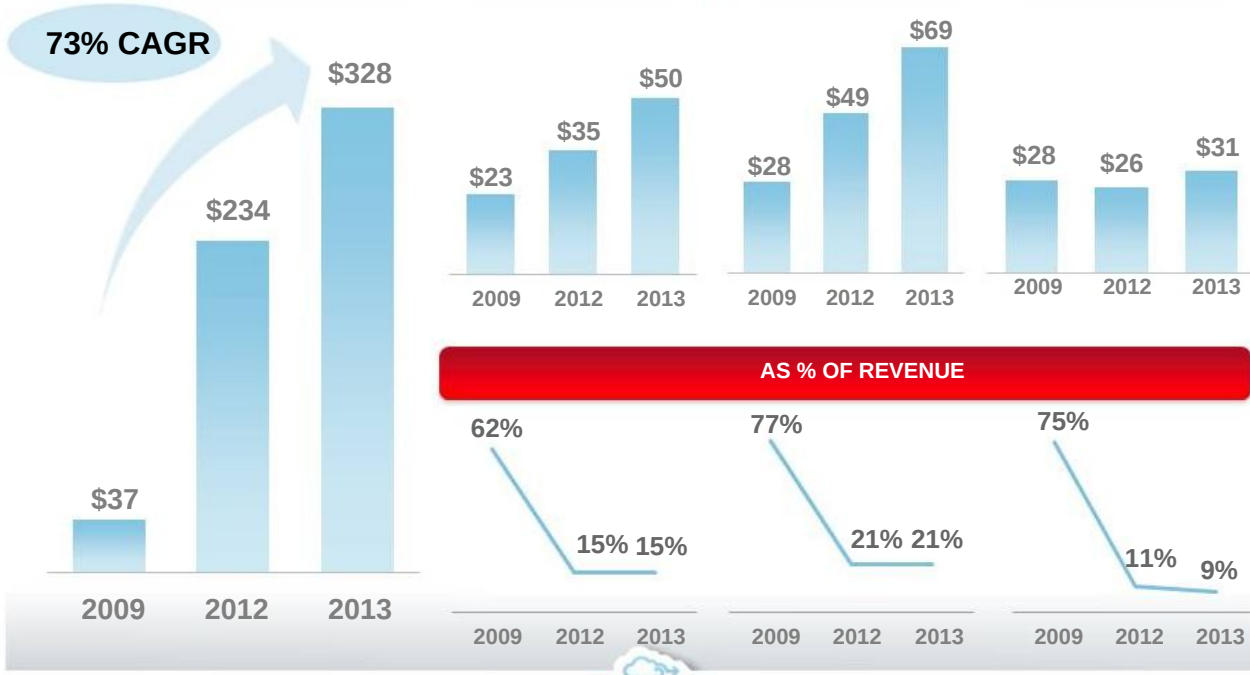
REVENUE (\$MM)

ENGINEERING, DESIGN & DEVELOPMENT (\$MM)

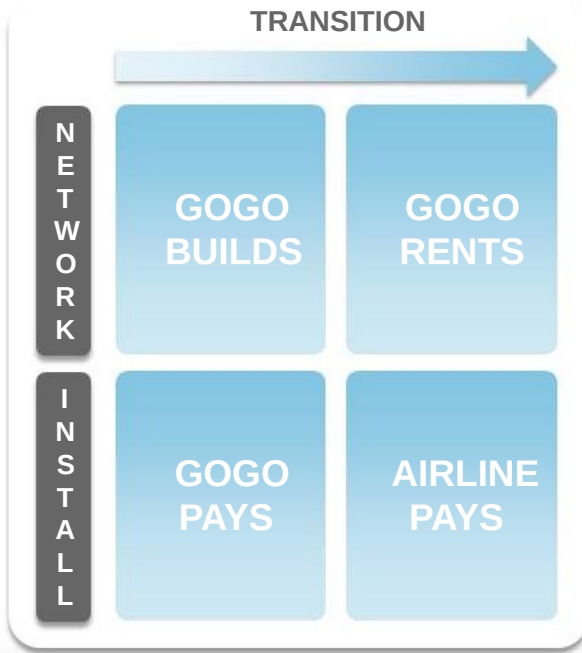
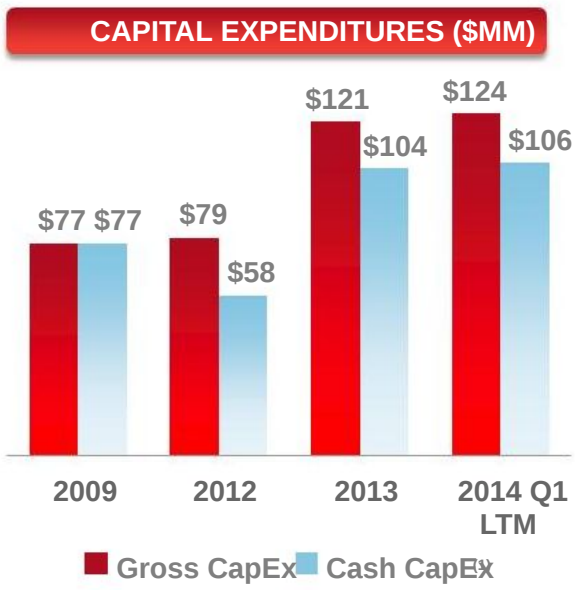
GENERAL & ADMINISTRATIVE (\$MM)

SALES & MARKETING (\$MM)

73% CAGR



# EVOLVING CAPEX MODEL



(1) Cash CAPEX represents capital expenditures net of airborne equipment proceeds received from the airlines.





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# APPENDIX



## RECONCILIATION OF CASH CAPEX (\$MM)

	2009	2010	2011	2012	2013	2014 Q1
Purchases of Property and Equipment	(69)	(33)	(33)	(67)	(105)	(32)
Acquisition of Intangible Assets (Capitalized Software)	(8)	(7)	(10)	(12)	(16)	(4)
<b>Gross CapEx</b>	<b>(77)</b>	<b>(40)</b>	<b>(43)</b>	<b>(79)</b>	<b>(121)</b>	<b>(36)</b>
Change in Deferred Airborne Lease Incentives	–	9	11	18	9	5
Amortization of Deferred Airborne Lease Incentives	–	1	1	4	8	3
<b>Cash CapEx</b>	<b>(77)</b>	<b>(30)</b>	<b>(31)</b>	<b>(58)</b>	<b>(104)</b>	<b>(29)</b>

Note: Minor differences exist due to rounding



## RECONCILIATION OF ADJUSTED EBITDA (\$MM)

	2009	2010	2011	2012	2013	2014 Q1
<b>Net Income</b>	(142)	(140)	(18)	(96)	(146)	(17)
Interest Income	(0)	(0)	(0)	(0)	(0)	(0)
Interest Expense	30	–	1	9	29	7
Income Tax Provision	–	3	1	1	1	0
Depreciation & Amortization	22	31	33	37	56	16
<b>EBITDA</b>	<b>(91)</b>	<b>(106)</b>	<b>16</b>	<b>(49)</b>	<b>(60)</b>	<b>6</b>
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
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)
<b>Adjusted EBITDA</b>	<b>(89)</b>	<b>(45)</b>	<b>(1)</b>	<b>9</b>	<b>8</b>	<b>5</b>

Note: Minor differences exist due to rounding

