
**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): March 2, 2015

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.)

1250 North Arlington Heights 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)

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. (the “Company”) will use the attached presentation in various meetings with investors from time to time, including on March 5, 2015, when Michael Small, Gogo’s Chief Executive Officer, will be participating in the Morgan Stanley Technology, Media and Telecom Conference at 9:20 a.m. Pacific Time. Please visit Gogo’s investor relations website at <http://ir.gogoair.com> for Webcast access information regarding this conference.

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: March 2, 2015

EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K
Dated March 2, 2015

99.1 Investor Presentation

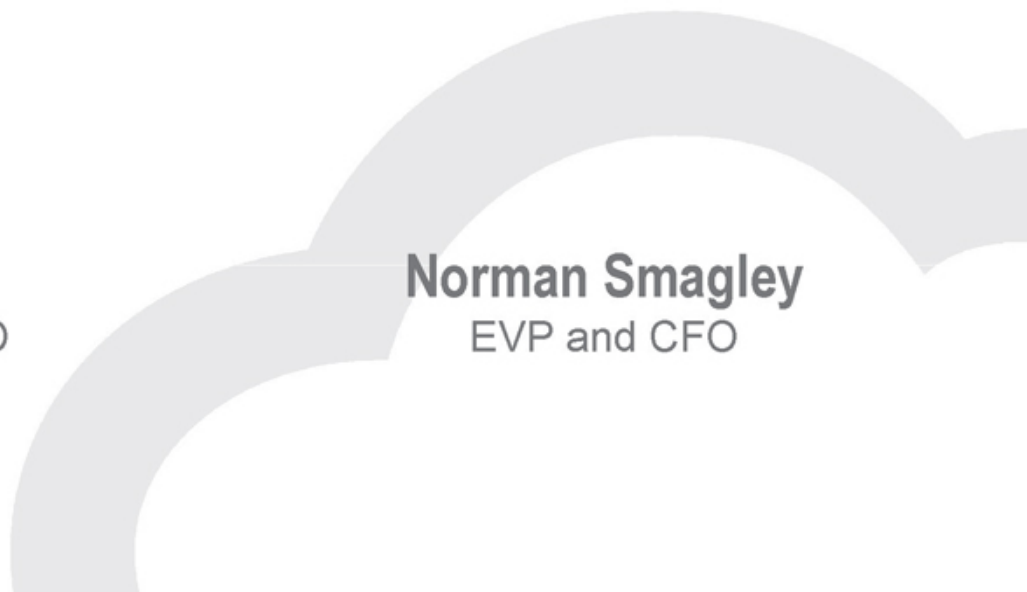


Investor Presentation

March 3, 2015

Michael Small
President and CEO

Norman Smagley
EVP and CFO



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 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 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.

LARGE GROWTH OPPORTUNITY

LEADING POSITION

EXPERIENCE & SCALE

HIGH BARRIERS TO ENTRY

ATTRACTIVE ECONOMICS

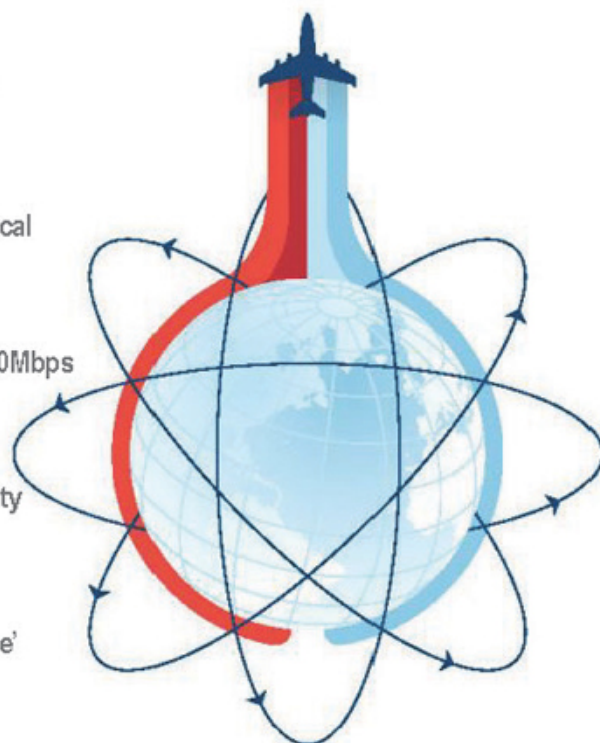




MARKET & COMPANY OVERVIEW



- 1** Connected aircraft transform global aviation – 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'



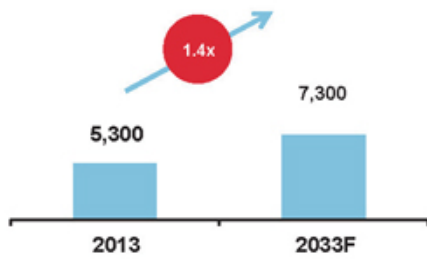
A LARGE AND GROWING GLOBAL CONNECTED AVIATION MARKET



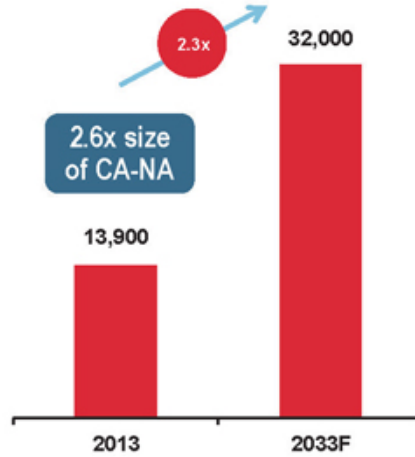
ADDRESSABLE CONNECTED AIRCRAFT

Commercial Aviation ("CA")⁽¹⁾

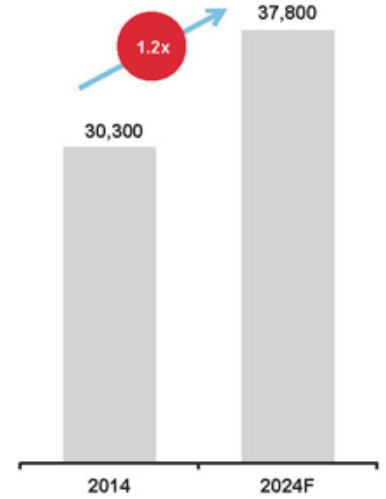
CA - North America
("CA-NA")



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



Business Aviation ("BA")⁽²⁾



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.

©2015 Gogo Inc. and Affiliates. Proprietary & Confidential.

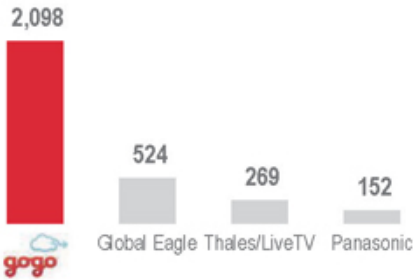
GOGO'S IMPRESSIVE SCALE AND REACH



Largest Market Share in CA-NA



69% of connected aircraft

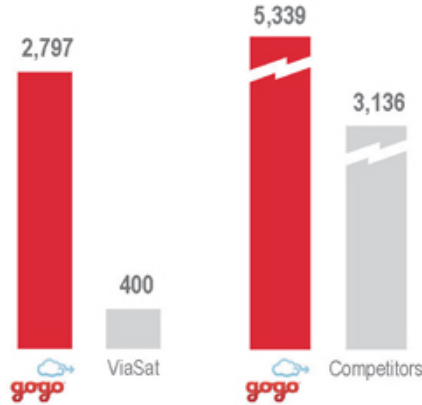


Largest Market Share in BA

Broadband

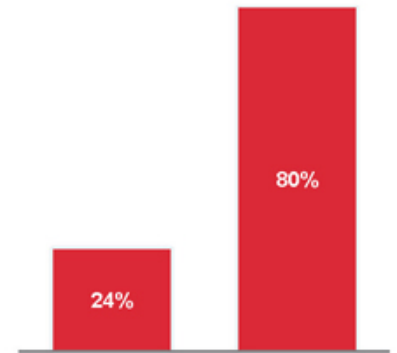
Narrowband

- 87% of broadband aircraft
- 63% of Iridium satellite aircraft¹



Untapped CA-ROW market

	North America	Rest of World
Total Aircraft ⁽²⁾	~5,300	~13,900
Not Awarded ⁽³⁾	24%	80%



#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 12/31/2014
 (1) Gogo satellite business aircraft includes 5,377 aircraft online comprised of 5,339 Iridium equipped aircraft and 38 SwiftBroadband equipped aircraft as of 12/31/14
 (2) Based on Boeing Current Market Outlook 2014-2033
 (3) Based on management estimates as of 12/31/2014
 ©2015 Gogo Inc. and Affiliates. Proprietary & Confidential.

LONG-TERM PARTNERSHIPS WITH OUR MAJOR AVIATION PARTNERS



Commercial Aviation

North America



International



Business Aviation

Original Equipment Manufacturers



Fractional Jet Operators



WHY WE WIN

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

WE SPECIALIZE IN AIRCRAFT AND HAVE A TRACK RECORD OF INNOVATION



- 
- A faint, light blue illustration of a commercial airplane in flight, viewed from a slightly elevated front-quarter perspective, positioned behind the list items.
- 1** **ATG / ATG-4**
 - First mover advantage
 - Most efficient solution for small aircraft
 - 2** **2Ku**
 - 70-100Mbps
 - Cost advantage over existing satellite solutions
 - 3** **Intellectual Property**
 - 100+ patents globally
 - 4** **Other Aviation Innovations**
 - Enhanced protocols and wireless industry standards for in-flight connectivity
 - Unique product offerings: Text & Talk, Gogo Vision, Universal Cabin System, etc.
 - Leaders in wireless entertainment with the largest number of aircraft online

EXPERTISE IN INTERNET, AVIATION AND TELECOM

GOGO'S TECHNOLOGY AGAIN DISRUPTS THE GLOBAL AVIATION INDUSTRY



ATG-4 Antenna



2Ku Antenna

ATG-4: North America coverage

- ✓ 10 Mbps regional solution, North America coverage
- ✓ Proprietary solution enabling overnight installs
- ✓ Years of experience delivering broadband service
- ✓ Gogo is the only ATG solution provider: network, equipment, service

2Ku: Global coverage

- ✓ 70 Mbps at launch, 100 Mbps when spot beam Ku-band satellites are launched
- ✓ Low cost producer – estimated half the bandwidth cost compared to other satellite solutions
- ✓ Most complete global coverage
- ✓ Half the height of traditional antenna – lower drag, fuel savings
- ✓ Leverages Gogo's existing Ku-band network and future high throughput Ku satellites

LARGEST TECHNOLOGY PORTFOLIO



- Broadest suite of technologies and full fleet connectivity solutions
- Proprietary 2Ku technology: higher peak speed (70-100 Mbps) than competitors at half the bandwidth cost
- ATG / ATG-4: fastest deployment time (overnight) and lightest equipment

Technology	Region	Peak Speed	Key Attributes						
Iridium	Global	2.4 Kbps	- Low data speeds	✓					
Swift Broadband	Global	432 Kbps	- Low data speeds	✓	✓		✓		
ATG / ATG-4	Regional	3.1 / 9.8 Mbps	- Overnight install - Suits all aircraft types - Lower latency vs. satellite	✓					
2Ku	Global	70-100 Mbps	- 2x spectrally efficient vs. Ku / Ka band - Lower profile radome - More robust and reliable	Expected 2015 Launch					
Ku Band	Global	50 Mbps	- Global coverage - Multiple suppliers	✓	✓	✓			
Ka Band	Global	50 Mbps	- Spot beam technology - Next Generation	Expected 2015 Launch			Expected 2015 Launch		✓ (Regional)

EXCELLENT RELIABILITY



**70+ million
sessions**



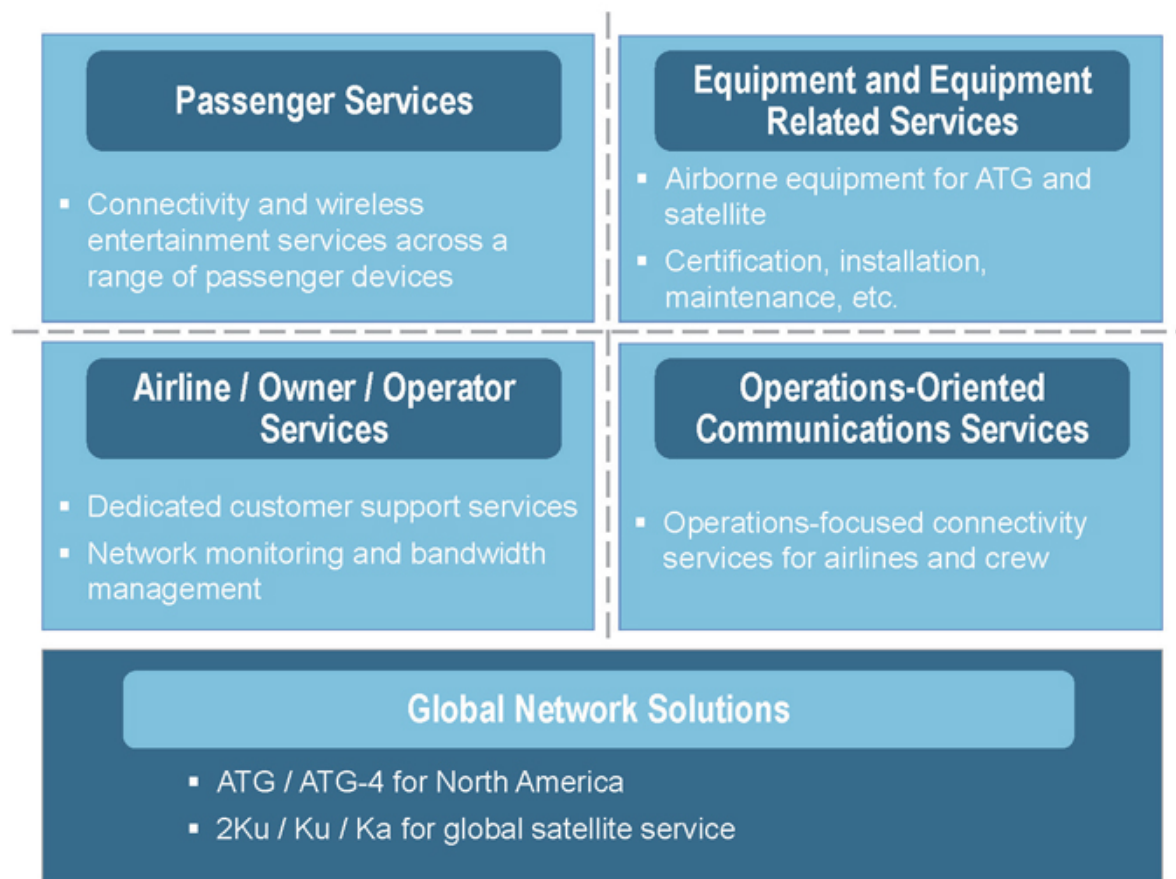
**7,800+ flights
per day**



**98% +
ATG End-to-End
System Availability**



THE MOST COMPLETE END-TO-END AVIATION SERVICE PROVIDER



RECENT WINS



Delta Airlines 2Ku Award

- 2Ku award for 250 existing domestic plus new international aircraft⁽¹⁾
- Next generation ATG launch partner
- Contract extension

AA and United Regional Jets

- American Airlines selected Gogo to provide in-flight connectivity on nearly 250 regional jet aircraft⁽¹⁾
- United Airlines selected Gogo to provide in-flight connectivity on more than 200 regional jet aircraft and agreed to a 2Ku trial on 5 United Airlines PS fleet aircraft⁽¹⁾

Virgin Atlantic and Vietnam Airlines Awards

- Partnered with Virgin Atlantic to offer 2Ku in-flight connectivity services on Virgin's existing fleet of aircraft
- Vietnam Airlines selected Gogo to provide in-flight connectivity services for a majority of its fleet of Boeing 787 and Airbus A350 aircraft⁽¹⁾

Gogo Vision & Text & Talk partnerships

- Alaska Airlines launched 'Alaska Beyond Entertainment,' its branded version of Gogo Vision technology
- In August 2014 Delta launched 'Delta Studio' powered by Gogo Vision
- In September 2014 T-Mobile launched text messaging in-flight

Announced Record Financial Results

- Record revenue of \$408 million, up 24% over 2013
- Record combined CA-NA & BA segment profit of \$89 million, up 80% year-over-year representing a 22% margin
- More than 1,000 commercial aircraft awarded but not yet installed as of December 31, 2014

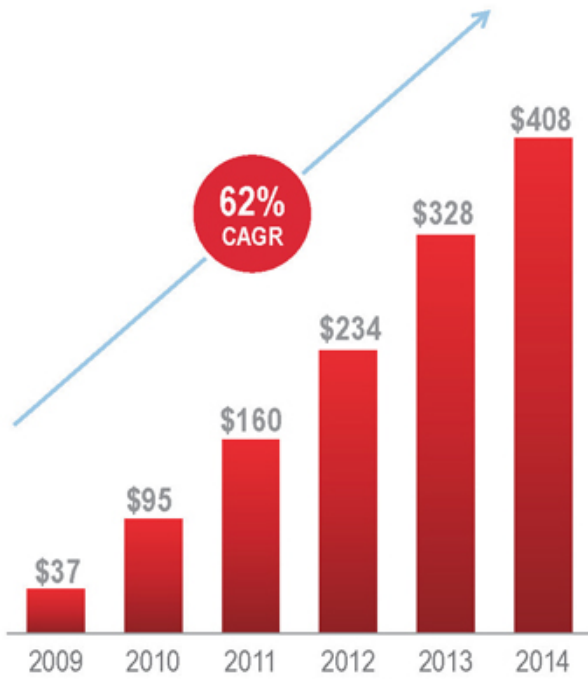


FINANCIALS

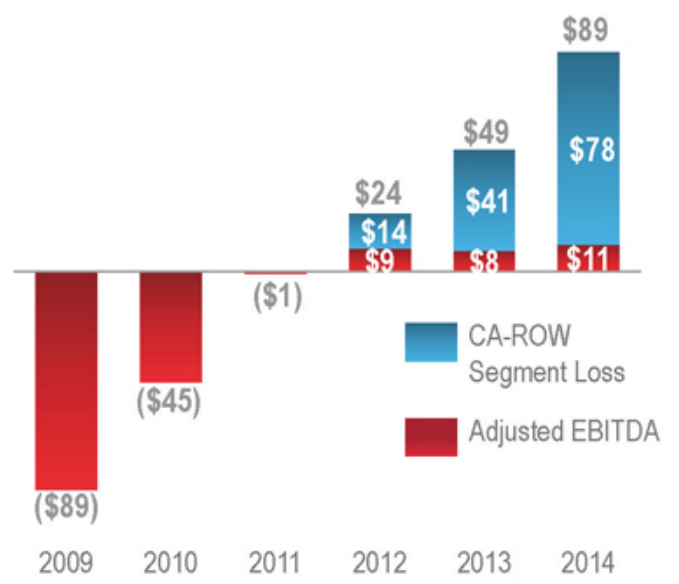
GROWING REVENUE DRIVES PROFITABILITY



Revenue (\$MM)

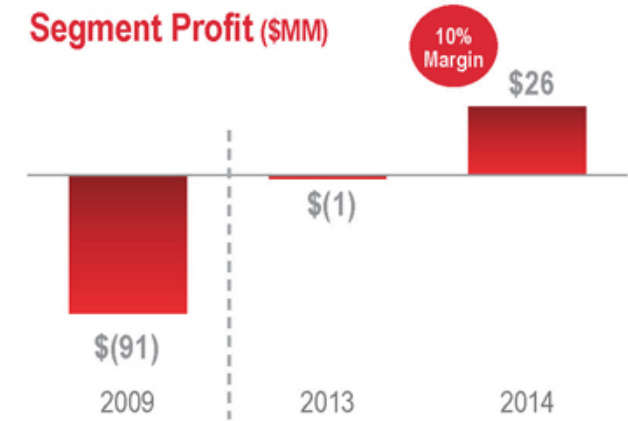
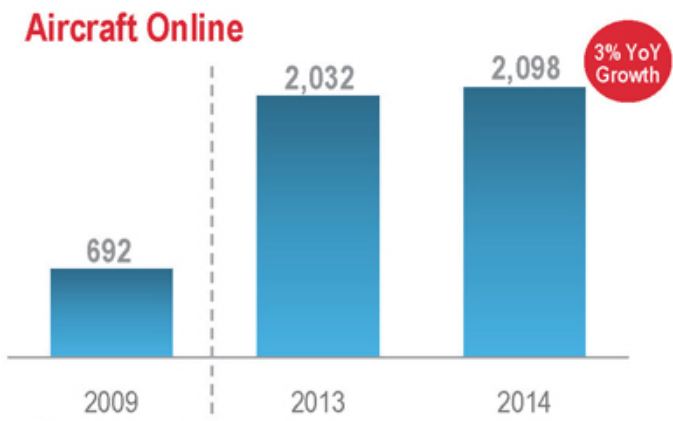
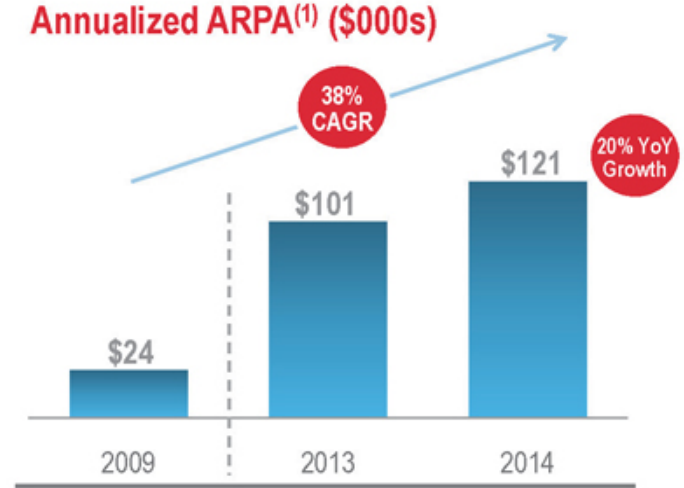
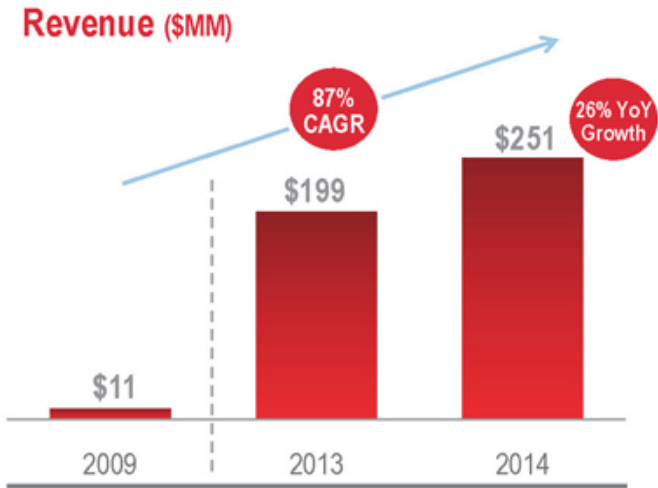


Adjusted EBITDA ⁽¹⁾ (\$MM)



Note: Minor differences exist due to rounding
 (1) Please see reconciliation of Adjusted EBITDA in appendix
 ©2015 Gogo Inc. and Affiliates. Proprietary & Confidential.

CA - NORTH AMERICA: AIRCRAFT ONLINE, ARPA GROWTH, AND OPERATING LEVERAGE DRIVE SEGMENT PROFITABILITY

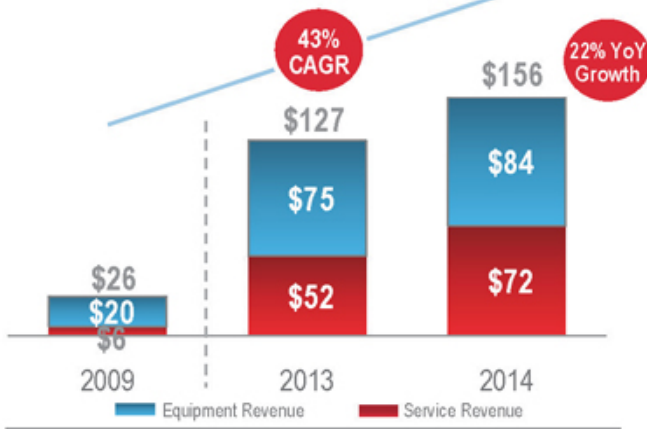


Note: Minor differences exist due to rounding
 (1) We define ARPA as the aggregate service revenue for the annual period divided by the number of aircraft online during that period
 ©2015 Gogo Inc. and Affiliates. Proprietary & Confidential.

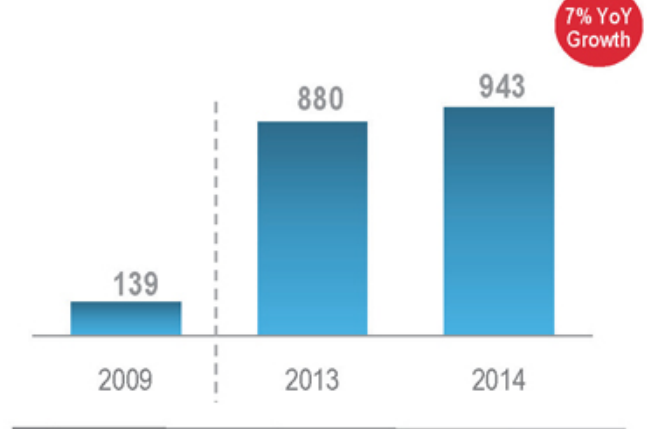
BA: HIGH-MARGIN SERVICE REVENUE DRIVES SEGMENT PROFITABILITY AND CASH FLOW



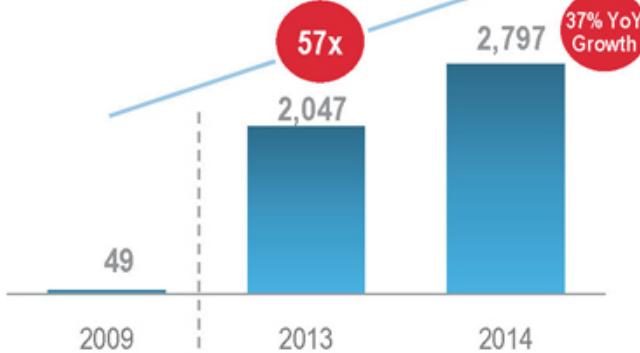
Revenue (\$MM)



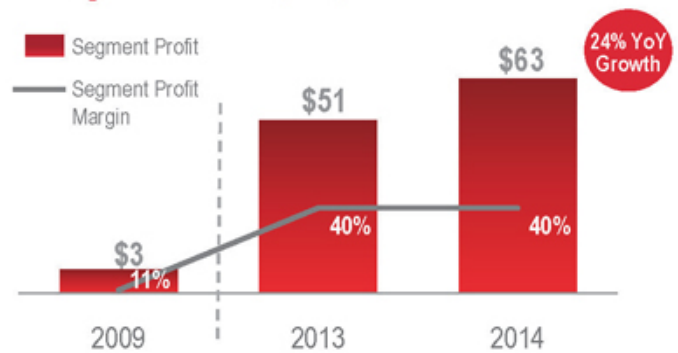
ATG Units Shipped



ATG Aircraft Online



Segment Profit (\$MM)

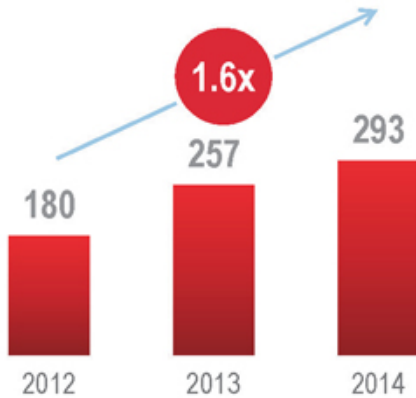


Note: Minor differences exist due to rounding.
©2015 Gogo Inc. and Affiliates. Proprietary & Confidential.

CA - REST OF WORLD: INVESTMENT POSITIONS GOGO FOR FUTURE GROWTH



International Aircraft Wins (cumulative)⁽¹⁾



Operationalizing International

- 85 aircraft online
- Near global Ku-band satellite network
- All Delta & Japan Airline STCs obtained
- International service operationalized
- 2Ku technology selected by 6 airlines for trial or adoption

CA-ROW Segment Loss (\$MM)

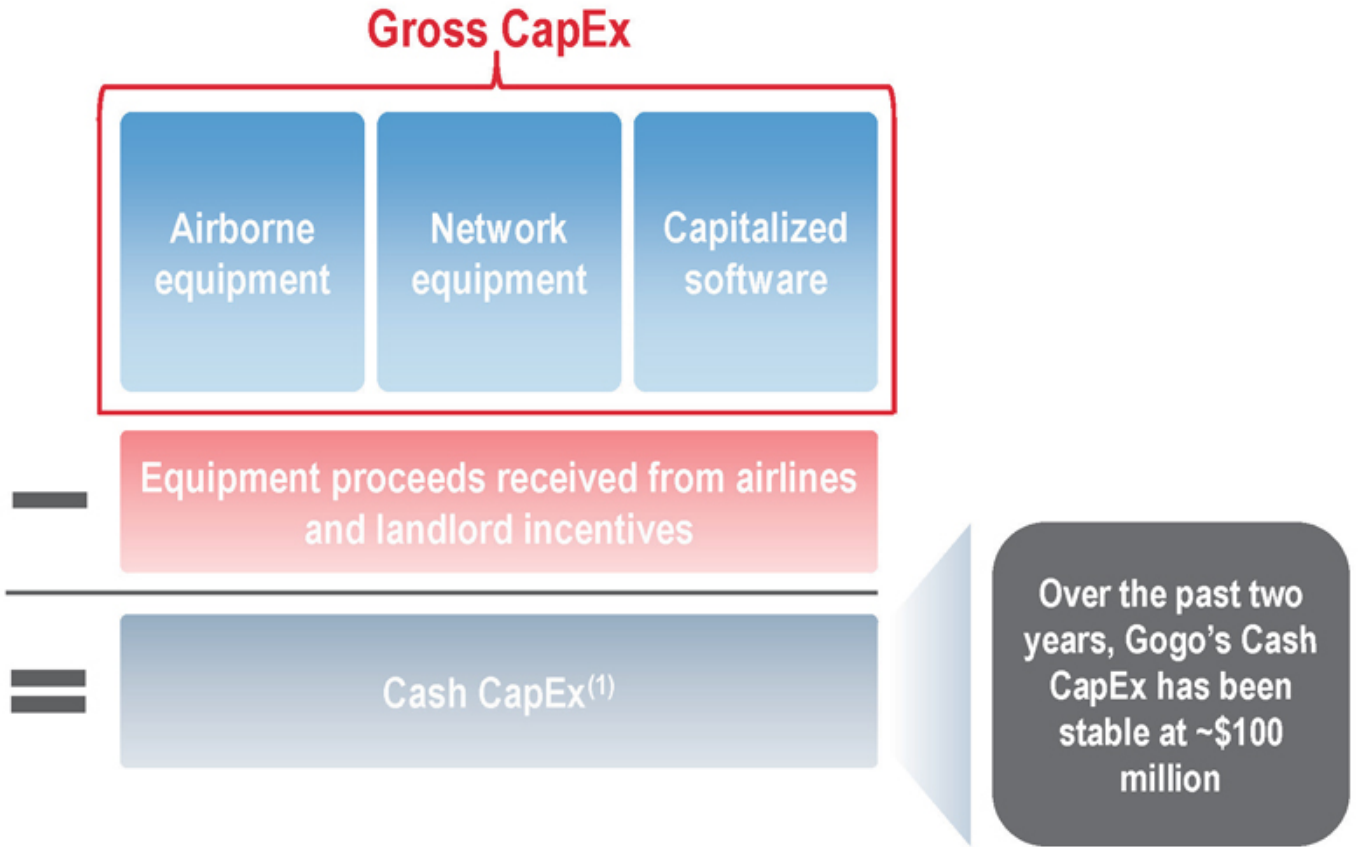


International Partners



(1) Figures reflect aircraft under non-binding agreements
 (2) Letter of Intent

NORMALIZED CAPEX MODEL



(1) Please see reconciliation of Cash CapEx in the Appendix
©2015 Gogo Inc. and Affiliates. Proprietary & Confidential.

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



ADJUSTED EBITDA RECONCILIATION (\$MM)



	2009	2010	2011	2012	2013	2014
Net Income	(142)	(140)	(18)	(96)	(146)	(85)
Interest Income	(0)	(0)	(0)	(0)	(0)	(0)
Interest Expense	30	–	1	9	29	33
Income Tax Provision	–	3	1	1	1	1
Depreciation & Amortization	22	31	33	37	56	64
EBITDA	(91)	(106)	16	(49)	(60)	14
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
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)
Adjusted EBITDA	(89)	(45)	(1)	9	8	11

Note: Minor differences exist due to rounding
 ©2015 Gogo Inc. and Affiliates. Proprietary & Confidential.

CASH CAPEX RECONCILIATION (\$MM)



	2009	2010	2011	2012	2013	2014
Purchases of Property and Equipment	(69)	(33)	(33)	(67)	(105)	(132)
Acquisition of Intangible Assets (Capitalized Software)	(8)	(7)	(10)	(12)	(16)	(17)
Gross CapEx	(77)	(40)	(43)	(79)	(121)	(150)
Change in Deferred Airborne Lease Incentives	–	9	11	18	9	30
Amortization of Deferred Airborne Lease Incentives	–	1	1	4	8	13
Landlord Incentives	–	–	–	–	–	10
Cash CapEx	(77)	(30)	(31)	(58)	(104)	(98)

Note: Minor differences exist due to rounding
 ©2015 Gogo Inc. and Affiliates. Proprietary & Confidential.

LEADER WITH ESTABLISHED TRACK RECORD

