
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8/A
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
POST-EFFECTIVE AMENDMENT NO. 1

Gogo Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

98-1567584
(I.R.S. Employer
Identification Number)

105 Edgeview Dr., Suite 300
Broomfield, Colorado 80021
(Address of Principal Executive Offices)(Zip Code)

Second Amended and Restated 2016 Omnibus Incentive Plan
(Full title of the plan)

Crystal L. Gordon
Executive Vice President, General Counsel,
Chief Administrative Officer, and Secretary
105 Edgeview Dr., Suite 300
Broomfield, CO 80021
(Name and address of agent for service)

(303) 301-3271
(Telephone number, including area code, of agent for service)

Copies to:
A.J. Ericksen
Scott Levi
White & Case LLP
609 Main Street, Suite 2900
Houston, TX 77002
Telephone: (713) 496-9700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Form S-8 (the “Post-Effective Amendment”) amends the Registration Statement on Form S-8 (File No. 333-273788) filed by Gogo Inc. (the “Company”) with the Securities and Exchange Commission (the “SEC”) on August 8, 2023 (together with the Amendment, the “Registration Statement”), with respect to shares of common stock, par value \$0.0001 per share (“Common Stock”), issuable pursuant to the Second Amended and Restated 2016 Omnibus Incentive Plan (the “Prior Plan”). Effective June 4, 2024, the Company’s stockholders approved the 2024 Omnibus Equity Incentive Plan (the “2024 Plan”), which replaces the Prior Plan. Pursuant to the 2024 Plan, the following shares of Common Stock may be issued under the 2024 Plan: (i) 1,740,644 shares of Common Stock that, as of June 4, 2024, remained available for issuance under the Prior Plan; and (ii) to the extent that they are canceled, terminated or otherwise settled without issuance of any stock or expire unexercised, up to 3,654,065 shares of Common Stock underlying non-full-value awards outstanding under the Prior Plan as of June 4, 2024. As a result, the Company is filing this Post-Effective Amendment to incorporate the 2024 Plan as an exhibit to the Registration Statement and to reflect that up to 5,394,709 shares of Common Stock previously registered for issuance under the Prior Plan have or may become available for issuance under the 2024 Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Exhibit Description
4.1	<u>Third Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Form 10-Q filed on August 7, 2013 (File No. 001-35975)).</u>
4.2	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to Form 8-K filed on August 2, 2023 (File No. 001-35975)).</u>
4.3	<u>Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Gogo Inc. Registration Statement on Form S-1 (File No. 333-178727)).</u>
4.4	<u>2024 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to Form 8-K filed on June 6, 2024 (File No. 001-35975)).</u>
5.1*	<u>Opinion of White & Case LLP with respect to the legality of the Common Stock being registered.</u>
23.2*	<u>Consent of White & Case LLP (included in Exhibit 5.1 to this Registration Statement).</u>
24.1	<u>Power of Attorney of certain officers and directors (incorporated by reference to Exhibit 24.1 to Form S-8 filed on August 8, 2023 (File No. 333-273788)).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Broomfield, State of Colorado on the 1st day of August, 2024.

GOGO INC.

By: /s/ Crystal L. Gordon
Name: Crystal L. Gordon
Title: EVP, General Counsel, Chief Administrative Officer, and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title of Capacities</u>	<u>Date</u>
<u>*</u> Oakleigh Thorne	Chief Executive Officer and Chair of the Board of Directors (Principal Executive Officer)	August 1, 2024
<u>*</u> Jessica G. Betjemann	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 1, 2024
<u>*</u> Leigh Goldfine	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	August 1, 2024
<u>*</u> Michael Abad-Santos	Director	August 1, 2024
<u>*</u> Mark Anderson	Director	August 1, 2024
<u>*</u> Robert L. Crandall	Director	August 1, 2024
<u>*</u> Hugh W. Jones	Director	August 1, 2024
<u>*</u> Michele Coleman Mayes	Director	August 1, 2024
<u>*</u> Christopher D. Payne	Director	August 1, 2024
<u>*</u> Charles C. Townsend	Director	August 1, 2024
<u>*</u> Harris N. Williams	Director	August 1, 2024

*By: /s/ Crystal L. Gordon
Crystal L. Gordon, as Attorney in Fact

WHITE & CASE

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Houston, TX 77002
T +1 713 496 9700

whitecase.com

August 1, 2024

Gogo Inc.
Executive Vice President and General Counsel
105 Edgeview Dr., Suite 300
Broomfield, CO 80021

Re: Gogo Inc. - Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Gogo Inc., a corporation organized under the laws of Delaware (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act") on the date hereof, relating to 5,394,709 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), previously registered for issuance under the Second Amended and Restated 2016 Omnibus Incentive Plan (the "Prior Plan") and which, effective upon approval by the Company's stockholders of the 2024 Omnibus Equity Incentive Plan (the "2024 Plan") on June 4, 2024, have or may become available for issuance under the 2024 Plan, consisting of (a) 1,740,644 shares of Common Stock that, as of June 4, 2024, remained available for issuance under the Prior Plan and (b) to the extent that they are canceled, terminated or otherwise settled without issuance of any stock or expire unexercised, up to 3,654,065 shares of Common Stock underlying non-full-value awards outstanding under the Prior Plan as of June 4, 2024.

This opinion letter is rendered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or any related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

In connection with our opinion expressed below, we have examined originals or copies certified or otherwise identified to our satisfaction of the following documents and such other documents, corporate records, certificates and other statements of government officials and corporate officers of the Company as we deemed necessary for the purposes of the opinion set forth in this opinion letter:

- (a) the Registration Statement;
- (b) a copy of the Third Amended and Restated Certificate of Incorporation, adopted on June 26, 2013, certified by the Secretary of the Company;
- (c) a copy of the Amended and Restated Bylaws of the Company, adopted on July 27, 2023, certified by the Secretary of the Company;
- (d) a copy of Resolutions of the Board of Directors of the Company relating to the 2024 Plan, adopted on April 25, 2024, certified by the Secretary of the Company; and
- (e) the 2024 Plan.

We have relied, to the extent we deem such reliance proper, upon such certificates or comparable documents of officers and representatives of the Company and of public officials and upon statements and information furnished by officers and representatives of the Company with respect to the accuracy of material factual matters contained therein which were not independently established by us. In rendering the opinion expressed below, we have assumed, without independent investigation or verification of any kind, the genuineness of all signatures on documents we have reviewed, the legal capacity and competency of all natural persons signing all such documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic, complete original documents of all documents submitted to us as copies, the truthfulness, completeness and correctness of all factual representations and statements contained in all documents we have reviewed, the accuracy and completeness of all public records examined by us, and the accuracy of all statements in certificates of officers of the Company that we reviewed.

Based upon the foregoing assumptions, and subject to the qualifications set forth in this opinion letter, having considered such questions of law as we have deemed necessary as a basis for the opinion expressed below, we are of the opinion that the Shares reserved for issuance pursuant to the 2024 Plan, as referenced above, have been duly authorized for issuance and sale pursuant to the 2024 Plan by all necessary corporate action of the Company, and when issued as provided under the 2024 Plan, they will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to questions arising under the Delaware General Corporation Law. We do not express any opinion as to the laws of any other jurisdiction. The opinion expressed above is limited to the matters stated in this opinion letter, and no opinion is implied or may be inferred beyond those expressly stated in this opinion letter. The opinion expressed above is as of the date hereof only, and we express no opinion as to, and assume no responsibility for, the effect of any fact or circumstance occurring, or of which we learn, subsequent to the date of this opinion letter, including, without limitation, legislative and other changes in the law or changes in circumstances affecting any party. We assume no responsibility to update this opinion letter for, or to advise you of, any such facts or circumstances of which we become aware, regardless of whether or not they affect the opinion expressed in this opinion letter.

We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ White & Case LLP

SL: AE: SH
