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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**Gogo Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation or organization)

**27-1650905**  
(I.R.S. Employer Identification No.)

**1250 N. Arlington Heights Rd., Suite 500, Itasca, IL**  
(Address of principal executive offices)

**60143**  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

Title of each class  
to be so registered  
**Class A Common Stock,  
\$0.0001 par value per share**

Name of each exchange on which  
each class is to be registered  
**The NASDAQ Stock Market LLC**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates: 333-178727 (if applicable).**

**Securities to be registered pursuant to Section 12(g) of the Act:**

(Title of Class)  
**None**

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**Item 1. Description of Registrant's Securities to be Registered**

A description of Gogo Inc.'s (the "Registrant") common stock, par value \$0.0001 per share (the "Common Stock"), is set forth under the caption "Description of Capital Stock" in the Registrant's registration statement on Form S-1 (File No. 333-178727) filed with the Securities and Exchange Commission on December 22, 2011, as thereafter amended (the "Registration Statement"), which is incorporated herein by reference. The form of prospectus that constitutes part of the Registration Statement and is filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed incorporated herein by reference.

The Registrant's Common Stock to be registered hereunder has been approved for listing on the NASDAQ Global Select Market of The NASDAQ Stock Market LLC under the symbol "GOGO."

**Item 2. Exhibits**

Under the instruction as to exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the registrant are registered with The NASDAQ Stock Market LLC and the shares of Common Stock registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 20, 2013

GOGO INC.

By: /s/ Norman Smagley

Name: Norman Smagley

Title: Executive Vice President and Chief Financial Officer (Principal Financial Officer)