

**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): December 23, 2020

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 St., 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))

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

Title of Class	Trading Symbol	Name of Each Exchange on Which Registered
Common stock, par value \$0.0001 per share	GOGO	NASDAQ Global Select Market
Preferred stock purchase rights	GOGO	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 23, 2020, Ronald T. LeMay resigned as Chairman and a member of the Board of Directors of Gogo Inc. (the “Company”), effective December 31, 2020.

On December 28, 2020, the Board of Directors of the Company appointed Oakleigh Thorne, currently a Director and President and Chief Executive Officer of the Company, to the additional position of Chairman of the Board of Directors, and Hugh W. Jones, currently a director of the Company, to the additional position of Lead Independent Director, each effective December 31, 2020.

A copy of the Company’s press release regarding these events 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	Press Release, dated December 29, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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/ Marguerite M. Elias
Marguerite M. Elias
Executive Vice President, General Counsel and
Secretary

Date: December 30, 2020

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Gogo Announces Board Leadership Transition

Oakleigh Thorne Named Chairman; Hugh Jones Named Lead Independent Director

CHICAGO – December 29, 2020 – Gogo Inc. (NASDAQ: GOGO) (“Gogo”) today announced that Ronald LeMay has informed the Board of his intention to retire as Chairman and step down from the Board, effective December 31, 2020. Oakleigh Thorne has been elected to succeed Mr. LeMay as Chairman and will continue to serve as Gogo’s President and CEO. Current director Hugh Jones has been elected to serve as Lead Independent Director, also effective December 31, 2020. Following Mr. LeMay’s retirement, the Gogo Board will be comprised of eight directors.

“On behalf of the Board, I want to thank Ron for his excellent stewardship throughout his more than 14-year tenure,” said Mr. Thorne. “Ron was instrumental in guiding the company during some of the most challenging and pivotal times in Gogo’s history; culminating with the successful sale of our CA business to Intelsat earlier this year. I am honored to serve as Chairman as we execute our strategy to capitalize on the opportunities in the business aviation market and drive value for our customers, employees and shareholders.”

“As we embark on this new chapter for Gogo, we’re pleased to appoint Oak to the additional role of Chairman,” said Mr. Jones. “We believe his strategic vision, proven leadership capabilities and ability to execute through market challenges make him the right person to lead the Gogo Board going forward.”

Mr. Jones has been a Gogo director since 2016. He previously served in a variety of leadership roles at Sabre, including President of Sabre Airline Solutions from April 2011 to August 2017. Prior to the Sabre Airline Solutions role, Mr. Jones served as the president and CEO of Travelocity. Mr. Jones has served on the board of directors of the travel technology company Travelport since May 2019.

About Gogo

Gogo is the leading global provider of network and broadband connectivity products and services for the business aviation market. We offer a customizable suite of smart cabin systems for highly integrated connectivity, in-flight entertainment and voice solutions. Gogo’s products and services are installed on thousands of business aircraft of all sizes and mission types from turboprops to the largest global jets, and are utilized by the largest fractional ownership operators, charter operators, corporate flight departments and individuals.

There are more than 1,500 business aircraft currently flying with Gogo’s AVANCE L5 or L3 installed. As of September 30, 2020, Gogo reported 5,577 aircraft flying with Gogo’s air-to-ground (ATG) systems onboard, and 4,737 aircraft with satellite connectivity installed. Gogo expects to end 2020 with more than 5,700 ATG subscribers online. Connect with us at business.gogoair.com.

Cautionary Note Regarding Forward-Looking Statements

Certain disclosures in this press release include “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, trends and uncertainties, many of which may be beyond our control, 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. Such risks, trends and uncertainties include those described under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2019, as filed with the Securities and Exchange Commission (“SEC”) on March 13, 2020, our quarterly report on Form 10-Q for the quarter ended June 30, 2020, as filed with the SEC on August 10, 2020, and our quarterly report on Form 10-Q for the quarter ended September 30, 2020, as filed with the SEC on November 9, 2020.

Any one of these factors or a combination of these factors could materially affect our financial condition or future results of operations and could influence whether any forward-looking statements contained in this report ultimately prove to be accurate. Our forward-looking statements are not guarantees of future performance, and you should not place undue reliance on them. All forward-looking statements speak only as of the date made and we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.