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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): March 13, 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.**

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: March 13, 2014

**EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K**

Dated March 13, 2014

99.1 Investor Slides



## Investor Presentation

March 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 prospectus relating to its initial public offering of common stock as filed with the SEC on June 24 2013 and the Company's Annual Report on Form 10-K which is expected to be 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 the leading in-flight *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



- > 2,000 aircraft online
- > 7,500 daily flights
- ~79% market share<sup>(1)</sup>
- > 50 million passenger sessions since service launch

## COMMERCIAL AVIATION REST OF WORLD



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

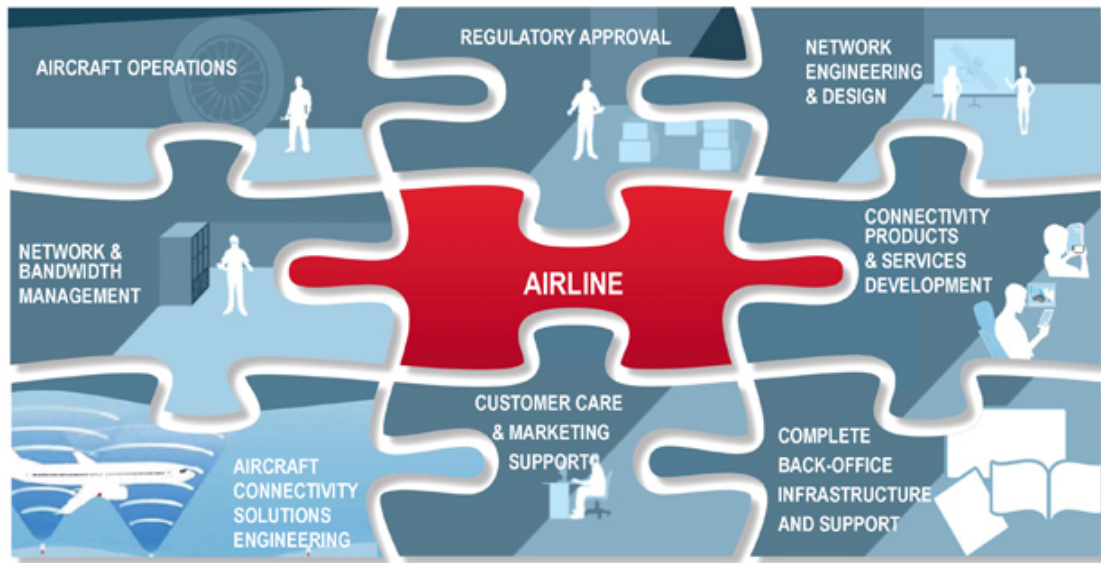
## BUSINESS AVIATION GLOBAL



- ~ 7,200 systems operating
- > 2,000 ATG aircraft, 94% online market share<sup>(2)</sup>
- > 5,200 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 12/31/2013.  
(2) Business Aviation Satellite and ATG market share is based on management estimates as of 12/31/2013.

# BRINGING NEXT GENERATION TELECOM INFRASTRUCTURE TO GLOBAL AVIATION INDUSTRY



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



# WE PRIDE OURSELVES ON OUR ENDURING PARTNERSHIPS

## COMMERCIAL AVIATION

### North America



### International



(1) Memo of Understanding

## BUSINESS AVIATION

### Original Equipment Manufacturers



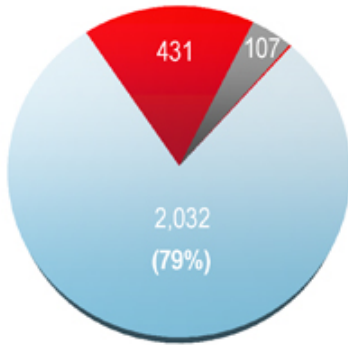
### Fractional Jet Operators



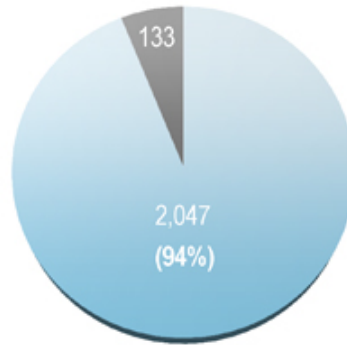
# STRONG INCUMBENT POSITION

## GOGO HAS 9X MORE BROADBAND AIRCRAFT THAN THE CLOSEST COMPETITOR

### COMMERCIAL AVIATION NORTH AMERICA BROADBAND AIRCRAFT ONLINE<sup>(1)</sup>



### BUSINESS AVIATION NORTH AMERICA BROADBAND AIRCRAFT ONLINE<sup>(1)</sup>



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

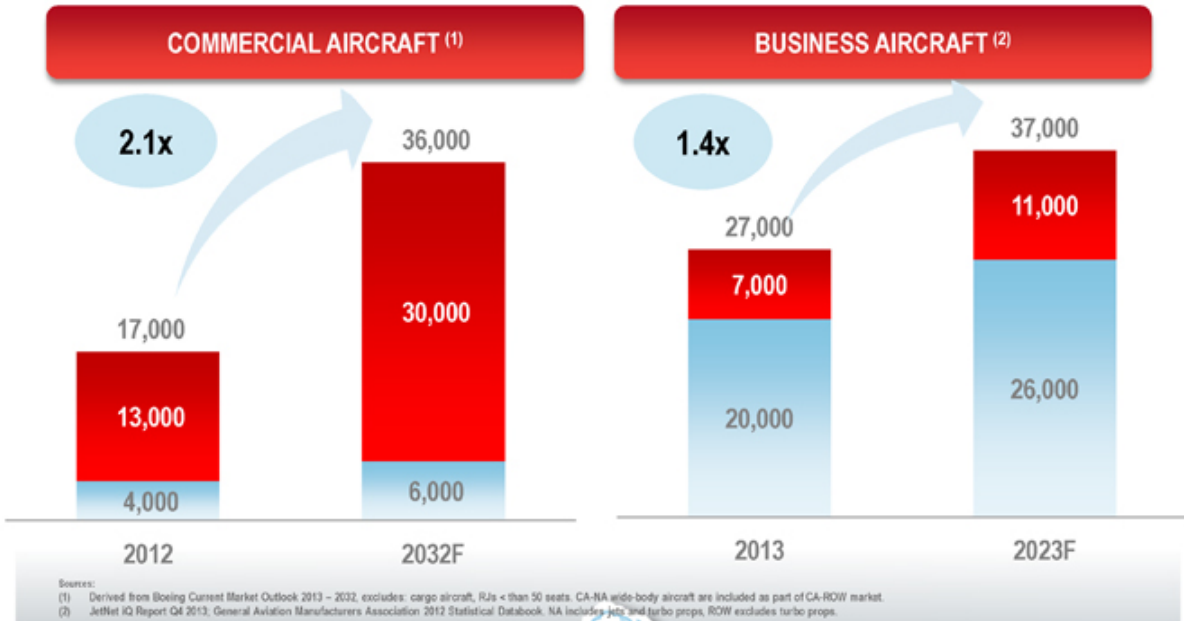
■ Gogo ■ All Others

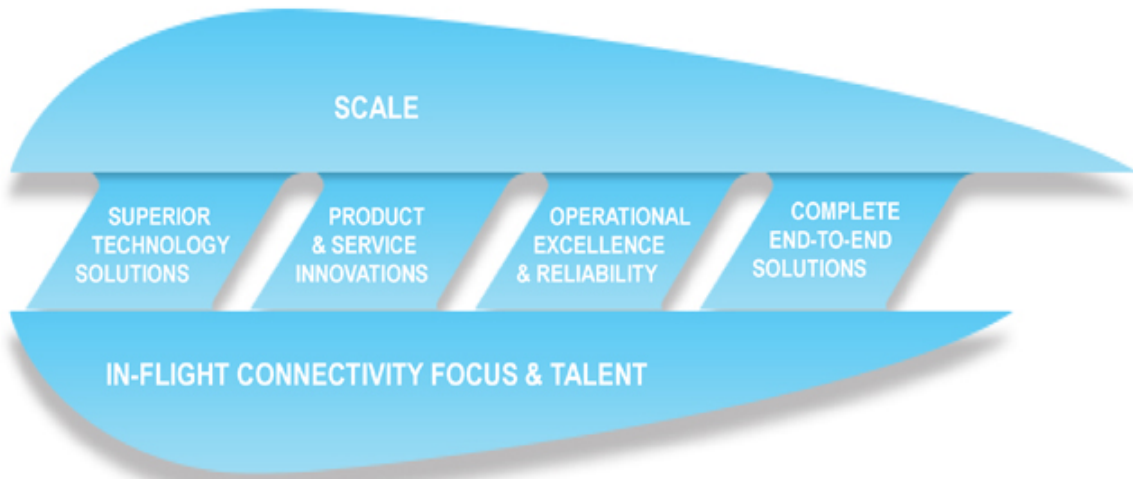
<sup>(1)</sup>Based on management estimates, trade publications and other public sources as of 12/31/2013.








# ATTACKING A LARGE AND EXPANDING GLOBAL OPPORTUNITY

■ North America ■ Rest of World



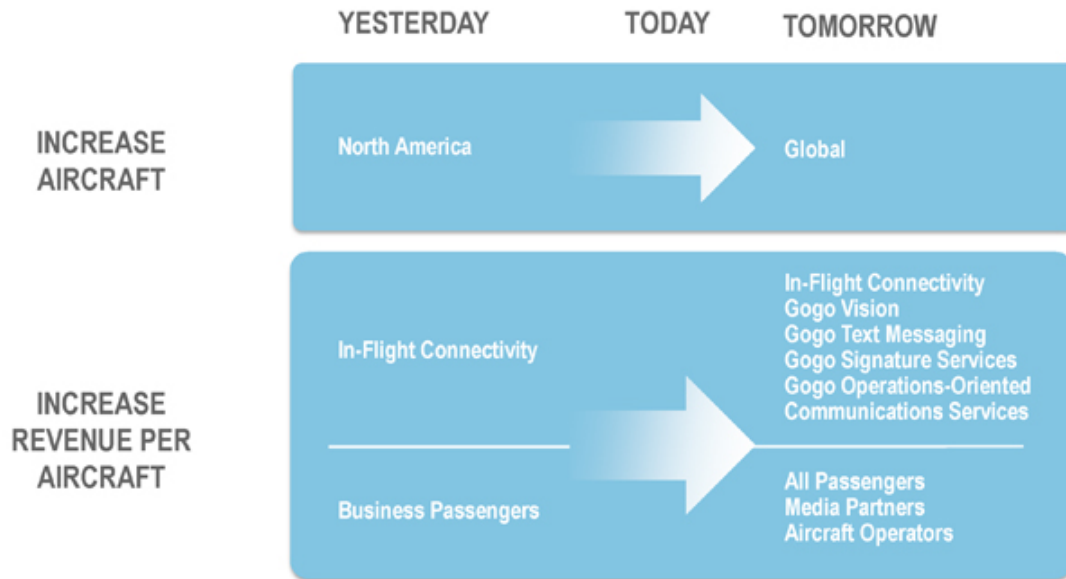


# BROADEST ARRAY OF CONNECTIVITY SOLUTIONS

Technology	Region	Peak Speed	Key Attributes					
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)
Ground-to-Orbit (Hybrid)	Regional	70 Mbps	- More spectrally efficient - Lower profile - More robust & reliable	Expected 2014 Launch				



# AIRCRAFT TIMES REVENUE PER AIRCRAFT



## COMPELLING BUSINESS MODEL

### HIGH GROWTH

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

### SIGNIFICANT OPERATING LEVERAGE

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

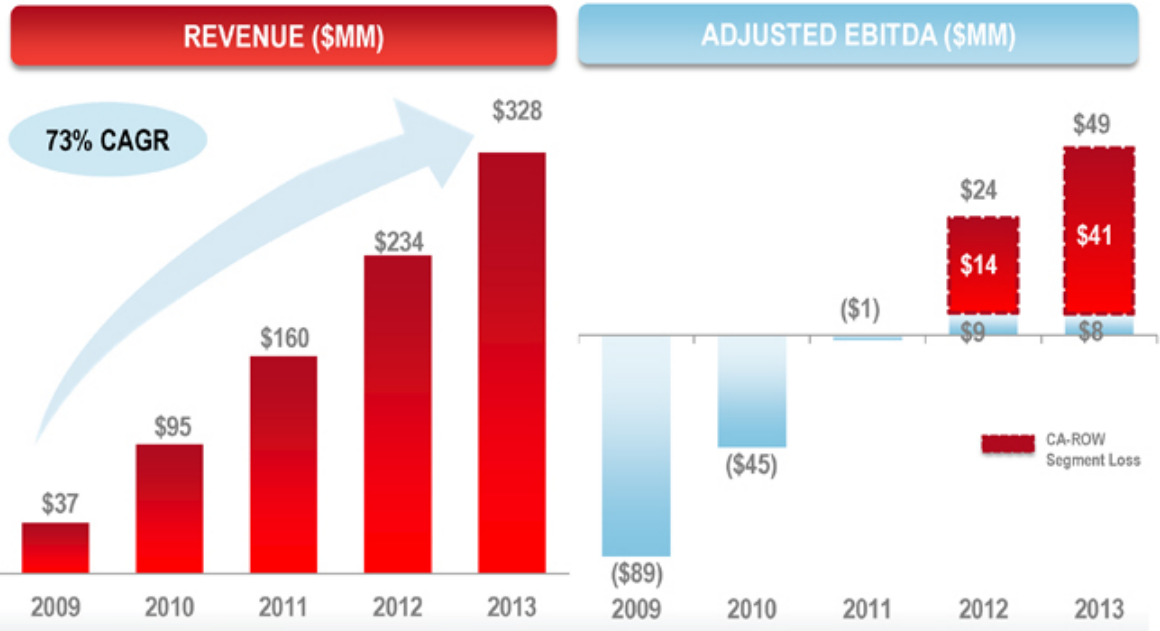
### HIGH BARRIERS TO ENTRY

- Heavy upfront capital requirements
- Exclusive license to ATG spectrum
- Long-term exclusive contracts
- Operational, technology & regulatory expertise



# FINANCIAL REVIEW

# GROWING REVENUE DRIVES PROFITABILITY

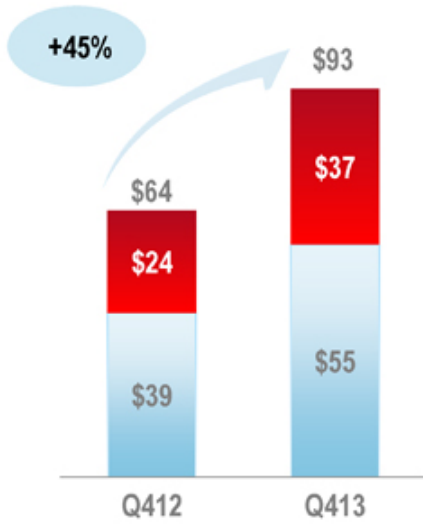


Note: Minor differences exist due to rounding.

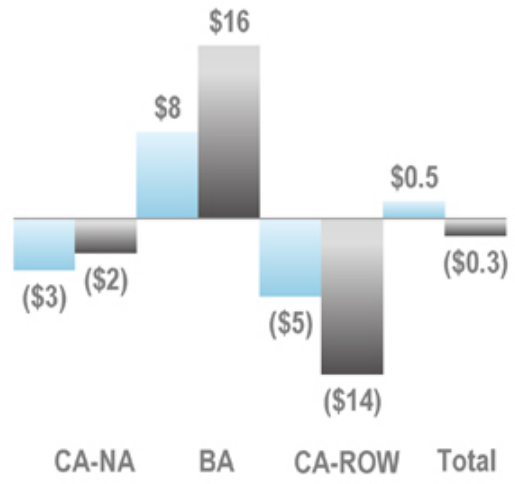


# STRONG Q4 2013 FINANCIAL RESULTS

## REVENUE (\$MM)



## ADJUSTED EBITDA (\$MM)



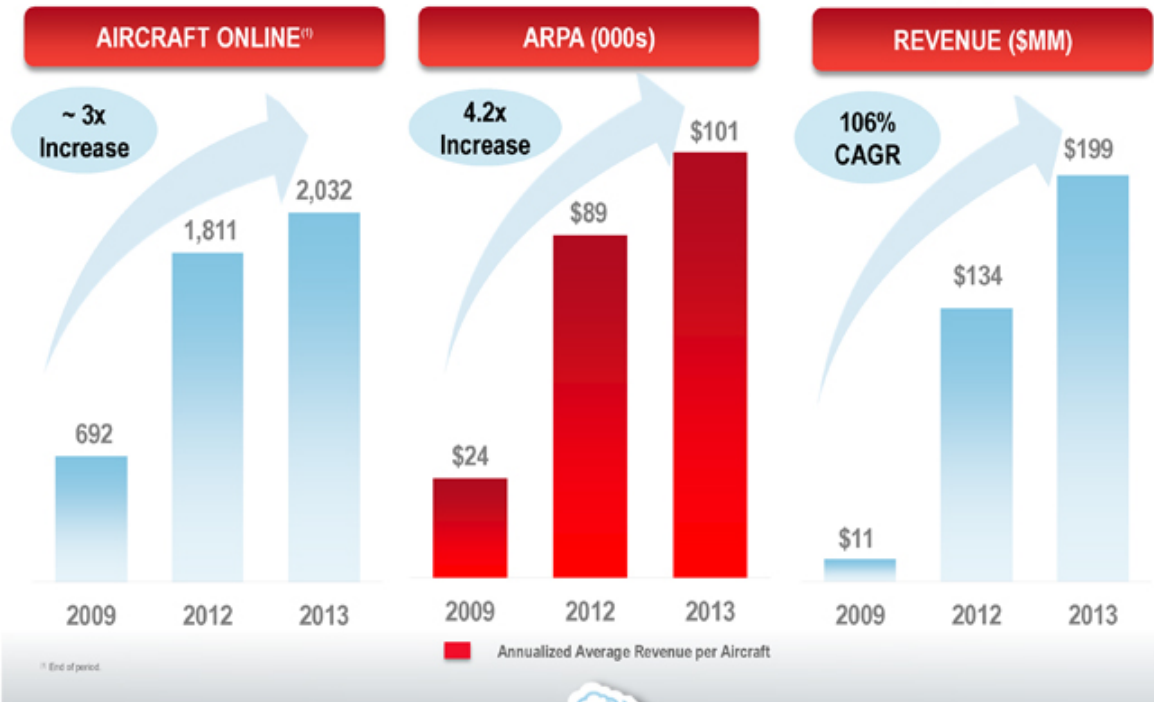
CA-NA BA

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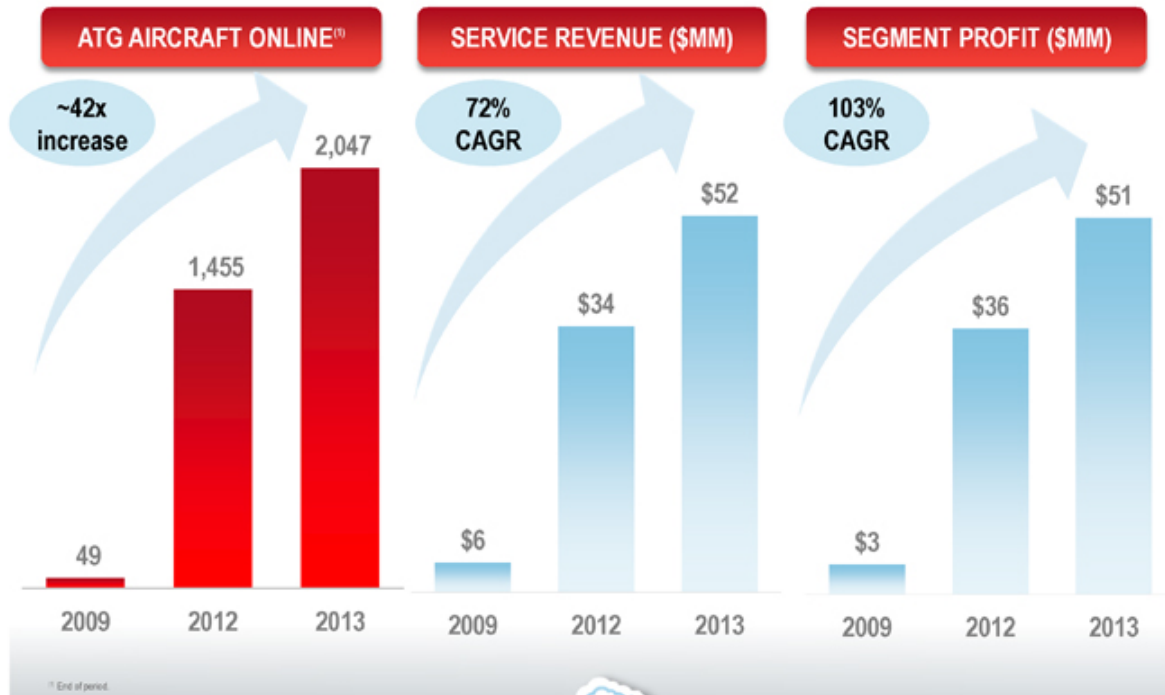
Note: Minor differences exist due to rounding.



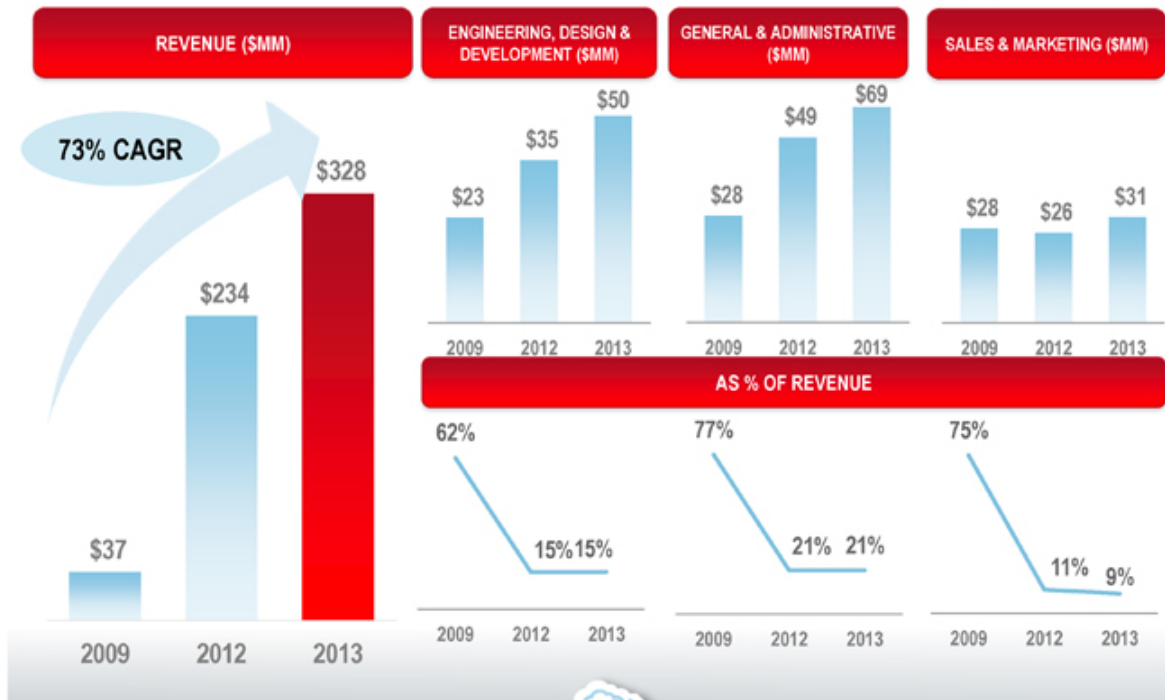
# MORE AIRCRAFT & MORE REVENUE PER AIRCRAFT IN CA-NA



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



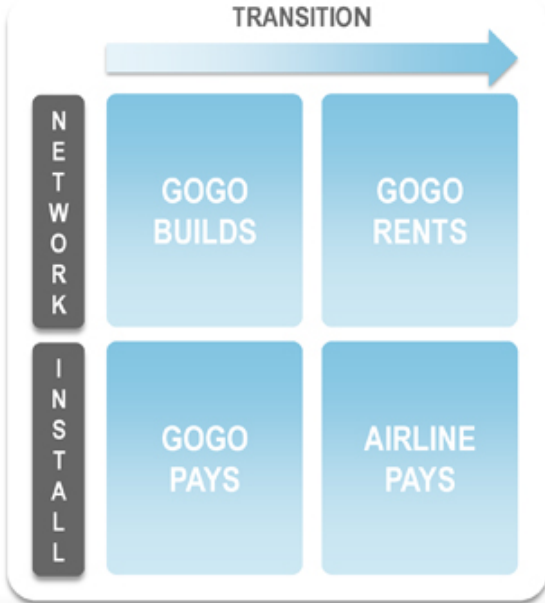
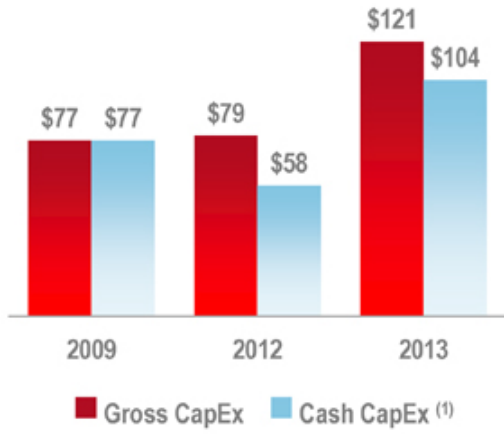
# INVESTING FOR A DECADE+ OF GROWTH





# EVOLVING CAPEX MODEL

## CAPITAL EXPENDITURES (\$MM)



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



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- 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.



# APPENDIX

## RECONCILIATION OF CASH CAPEX (\$MM)

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

Note: Minor differences exist due to rounding

## RECONCILIATION OF ADJUSTED EBITDA (\$MM)

	2009	2010	2011	2012	2013
<b>Net Income</b>	(142)	(140)	(18)	(96)	(146)
Interest Income	(0)	(0)	(0)	(0)	(0)
Interest Expense	30	–	1	9	29
Income Tax Provision	–	3	1	1	1
Depreciation & Amortization	22	31	33	37	56
<b>EBITDA</b>	<b>(91)</b>	<b>(106)</b>	<b>16</b>	<b>(49)</b>	<b>(60)</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
Loss on Extinguishment of Debt	2	–	–	–	–
Write Off of Deferred Equity Financing Costs	–	–	–	5	–
Amortization of Deferred Airborne Lease Incentives	–	(1)	(2)	(4)	(8)
<b>Adjusted EBITDA</b>	<b>(89)</b>	<b>(45)</b>	<b>(1)</b>	<b>9</b>	<b>8</b>

Note: Minor differences exist due to rounding