

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Gogo Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

111 North Canal St., Suite 1500
Chicago, IL
(Addresses of Principal Executive Offices)

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

60606
(Zip Code)

Gogo Inc. Employee Stock Purchase Plan
(Full title of the plan)

Marguerite M. Elias
Executive Vice President, General Counsel and Secretary
111 North Canal St., Suite 1500
Chicago, IL 60606
(Name and address of agent for service)

312-517-5000
(Telephone number, including area code, of agent for service)

With copy to:

John J. Cannon III, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022
(212) 848-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	q	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	q	Smaller reporting company	q
Emerging growth company	q		

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. q

Calculation of Registration Fee

Name of Plan	Title of Securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Gogo Inc. Employee Stock Purchase Plan	Common stock \$0.0001 par value per share	1,000,000(2)	\$1.69(3)	\$1,690,000	\$219.36

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Gogo Inc. Employee Stock Purchase Plan (the "ESPP") by reason of any stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
 - (2) Represents 1,000,000 additional shares of common stock reserved for issuance pursuant to future awards under the ESPP.
 - (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$1.69 per share, which was the average of the high and low prices of Gogo Inc. shares of common stock on May 13, 2020 as reported on the Nasdaq Global Select Market.
-

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

This Registration Statement on Form S-8 (the "Registration Statement") is being filed by Gogo Inc. (the "Company" or "Registrant") with respect to the Gogo Inc. Employee Stock Purchase Plan (the "ESPP") referred to on the cover of this Registration Statement and is being filed for the purpose of registering additional shares of the Company's common stock under the ESPP. The Registrant's shareholders approved the addition of these shares to the ESPP at the Registrant's annual meeting on April 29, 2020.

In accordance with Instruction E to the General Instructions to Form S-8, the contents of the Company's previously filed Registration Statement on Form S-8 relating to the ESPP (Registration No. 333-189594), filed with the Securities and Exchange Commission on June 26, 2013, are hereby incorporated by reference and made part of this Registration Statement, except that Item 6 thereof is hereby restated as set forth in Item 6 of the Registration Statement on Form S-8 relating to the ESPP (Registration No. 333-219777) that the Company filed with the Securities and Exchange Commission on August 8, 2017, which Item is hereby incorporated by reference and made part of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

See Exhibit Index immediately following the signature pages.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Chicago, State of Illinois, on May 15, 2020.

GOGO INC.

By: /s/ Marguerite M. Elias

Name: Marguerite M. Elias
Title: Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on May 15, 2020 by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Oakleigh Thorne</u> Oakleigh Thorne	President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Barry Rowan</u> Barry Rowan	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Michael P. Bayer</u> Michael P. Bayer	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> Ronald T. LeMay	Chairman of the Board
<u>*</u> Robert L. Crandall	Director
<u>*</u> Hugh W. Jones	Director
<u>*</u> Michele Coleman Mayes	Director
<u>*</u> Robert H. Mundheim	Director
<u>*</u> Christopher D. Payne	Director
<u>*</u> Charles C. Townsend	Director
<u>*</u> Harris N. Williams	Director

* By: /s/ Marguerite M. Elias
Marguerite M. Elias, as Attorney in Fact*

INDEX TO EXHIBITS

**Exhibit
Number**

Description

4.1	<u>Form of Common Stock Certificate, incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (No. 333-178727) filed with the Securities and Exchange Commission on June 10, 2013</u>
5.1	<u>Opinion of Shearman & Sterling LLP</u>
23.1	<u>Consent of Shearman & Sterling LLP (included in Exhibit 5.1)</u>
23.2	<u>Consent of Deloitte & Touche LLP, as independent registered public accounting firm</u>
24.1	<u>Power of Attorney</u>
99.1	<u>Gogo Inc. Employee Stock Purchase Plan, incorporated by reference to Annex B to the Registrant's Definitive Proxy Statement on Schedule 14A (No. 001-35975) filed with the Securities and Exchange Commission on March 26, 2020</u>
99.2	<u>Amendment No. 1 to the Gogo Inc. Employee Stock Purchase Plan, incorporated by reference to Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A (No. 001-35975) filed with the Securities and Exchange Commission on March 26, 2020</u>

May 15, 2020

Gogo Inc.
111 North Canal St., Suite 1500
Chicago, IL 60606

Ladies and Gentlemen:

We are acting as counsel for Gogo, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company of a registration statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to 1,000,000 shares of common stock, par value \$0.0001, of the Company (the "Shares") that may be delivered from time to time pursuant to the Gogo Inc. Employee Stock Purchase Plan (the "ESPP").

In connection with the foregoing, we have reviewed originals or copies identified to our satisfaction of the following documents:

- (a) The Registration Statement;
- (b) The certificate of incorporation and by-laws of the Company, in each case as amended to date; and
- (c) Originals or copies of such other corporate records of the Company, certificates of public officials and of officers of the Company, and agreements and other documents as we have deemed necessary as a basis for the opinions expressed below.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to us as originals and the conformity with originals of all documents submitted to us as copies.

Our opinion set forth below is based on the text of the ESPP as referenced in the Exhibit Index to the Registration Statement.

Our opinion expressed below is limited to the General Corporation Law of the State of Delaware, and we do not express any opinion herein concerning any other law.

SHEARMAN.COM

Shearman & Sterling LLP is a limited liability partnership organized in the United States under the laws of the state of Delaware, which laws limit the personal liability of partners.

Based upon and subject to the foregoing and having regard for such legal considerations as we have deemed relevant, we are of the opinion that authorized but not previously issued Shares which may be delivered under the ESPP have been duly authorized by the Company and, when (a) issued and delivered by the Company in accordance with the terms of the ESPP and (b) paid for in full in accordance with the terms of the ESPP, will be validly issued, fully paid and non-assessable.

This opinion letter speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact that may occur after the date of this opinion letter that might affect the opinions expressed herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby concede that we come within the category of persons whose consent is required by the Securities Act or the General Rules and Regulations of the Commission promulgated thereunder.

This opinion is rendered solely to you in connection with the above matter. This opinion may not be relied upon by you for any other purpose without our prior written consent.

Very truly yours,

/s/ Shearman & Sterling LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 13, 2020, relating to the financial statements of Gogo Inc. (the “Company”), and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2019.

/s/ Deloitte & Touche LLP

Chicago, Illinois
May 15, 2020

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Barry Rowan and Marguerite M. Elias, his or her true and lawful attorney or attorneys-in-fact and agents, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in any and all capacities, the Registration Statement on Form S-8 to be filed with respect to the registration of up to 1,000,000 additional shares of common stock, par value \$0.0001 per share of Gogo Inc., issuable under the Gogo Inc. Employee Stock Purchase Plan and any or all amendments (including pre-effective and post-effective amendments) to the Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority, to do and perform in the name and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying, approving and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Oakleigh Thorne</u> Oakleigh Thorne	President and Chief Executive Officer and Director (Principal Executive Officer)	May 15, 2020
<u>/s/ Barry Rowan</u> Barry Rowan	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 15, 2020
<u>/s/ Michael P. Bayer</u> Michael P. Bayer	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	May 15, 2020
<u>/s/ Ronald T. LeMay</u> Ronald T. LeMay	Chairman of the Board	May 15, 2020
<u>/s/ Robert L. Crandall</u> Robert L. Crandall	Director	May 15, 2020
<u>/s/ Hugh W. Jones</u> Hugh W. Jones	Director	May 15, 2020
<u>/s/ Michele Coleman Mayes</u> Michele Coleman Mayes	Director	May 15, 2020
<u>/s/ Robert H. Mundheim</u> Robert H. Mundheim	Director	May 15, 2020
<u>/s/ Christopher D. Payne</u> Christopher D. Payne	Director	May 15, 2020
<u>/s/ Charles C. Townsend</u> Charles C. Townsend	Director	May 15, 2020
<u>/s/ Harris N. Williams</u> Harris N. Williams	Director	May 15, 2020
