
**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): August 11, 2016

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, 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))
-
-

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: August 11, 2016

EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K

Dated August 11, 2016

99.1 Investor Presentation



Investor Presentation

August 11, 2016



SAFE HARBOR STATEMENT



This presentation contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 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 headings "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.

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 when analyzing our performance or liquidity, as applicable, investors should (i) use Adjusted EBITDA in addition to, and not as an alternative to, net loss attributable to common stock as a measure of operating results, and (ii) use Cash CAPEX in addition to, and not as an alternative to, consolidated capital expenditures when evaluating our liquidity.

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.

WHY INVEST IN GOGO



Leading Position, Experience & Scale

6X⁽¹⁾ more
connected aircraft
than closest
competitor

Large Growth Opportunity

~10,000⁽¹⁾
Uncommitted Aircraft
~\$140,000⁽²⁾
Annualized ARPA

Competitive Advantages

Global scale
Specialize in
Connected Aircraft
Leading technology

Attractive Model

High revenue
growth & operating
leverage
Attractive ROI
per aircraft

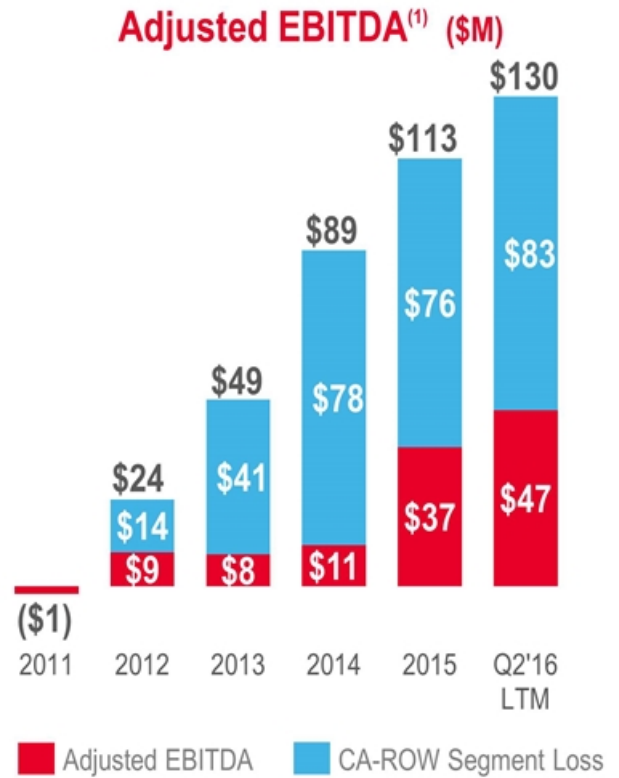
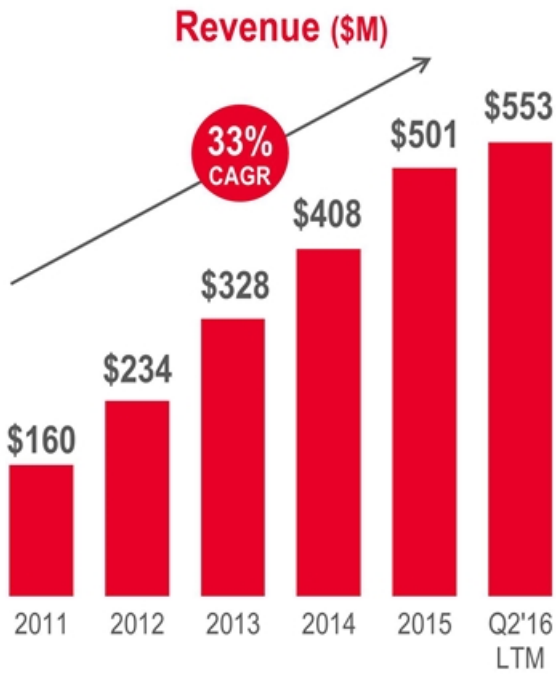


(1) Global connected commercial aircraft based on management estimates, trade publications and other public sources as of 6/30/2016

(2) ARPA is defined as the aggregate service revenue plus monthly service fees included as a reduction to cost of service revenue for that segment for the period divided by the number of months in the period, divided by the number of aircraft equivalents for that segment during the period. The number presented above is annualized based off of Q2'16 financial results and using aircraft online equivalent. Annualized ARPA in the CA-NA segment was approximately \$138,000 in Q2 2016 and over \$144,000 in the CA-ROW segment.

©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

STRONG GROWTH AND PROFITABILITY TRENDS



Note: Minor differences exist due to rounding
 (1) Please see reconciliation of Adjusted EBITDA in appendix

PROFITABILITY PATH FOR ALL SEGMENTS



PROFITABILITY DRIVERS

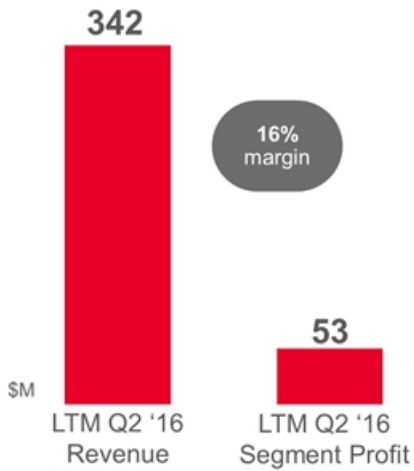
**More
Bandwidth**

**More
Aircraft**

**More
Aircraft**

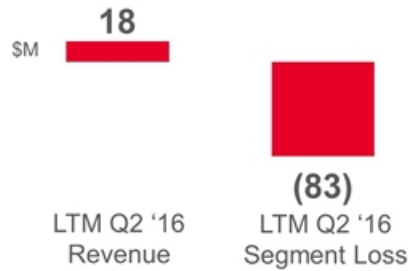
CA-NA

#1 2,596 Aircraft Online⁽¹⁾
67% Market Share⁽²⁾



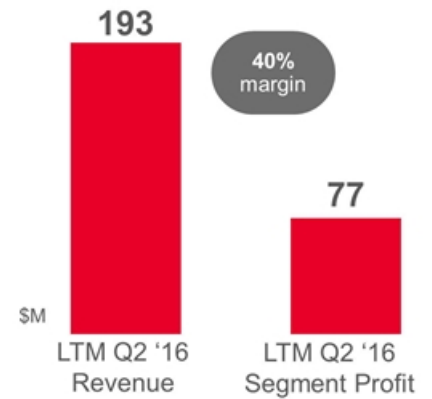
CA-ROW

#2 249 Aircraft Online⁽¹⁾
13% Market Share⁽²⁾



BA

#1 3,795 ATG Aircraft Online⁽¹⁾
90% Market Share⁽²⁾



1) As of 6/30/2016
2) Based on company reported results as well as management estimates, trade publications and other public sources as of 6/30/2016
Note: Revenue and Segment Profit/Loss figures are LTM as of 6/30/16
©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

Recent Airline Wins

American Airlines 

 DELTA

IAG INTERNATIONAL AIRLINES GROUP ⁽¹⁾

Aer Lingus  ⁽¹⁾

BRITISH AIRWAYS  ⁽¹⁾

IBERIA  ⁽¹⁾

SHARECO 喜乐航 ⁽¹⁾

 HNA ⁽¹⁾
Capital Airlines
首都航空

 HAINAN ⁽¹⁾
AIRLINES

AIR CANADA  ⁽¹⁾

Global Network Technology

- **50+ Mbps** to the device achieved on 2Ku
- **Large satellite capacity** commitments to Intelsat, SES and OneWeb
- Next generation modem enables speeds of **400+ Mbps**, expected to be available in 2017.



Record Financial Results

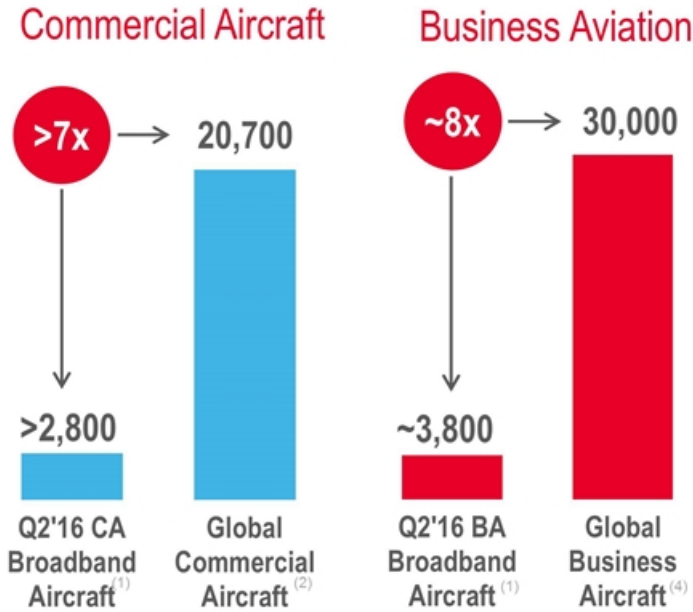
- More than **\$550M** in revenue over trailing twelve months
- 2Ku awarded aircraft exceeds **1,200**
- Strong Q2 '16 financial and operating results
 - Revenue up 22% to \$148M
 - Adjusted EBITDA up 33% to \$14M

¹⁾ Letter of Intent

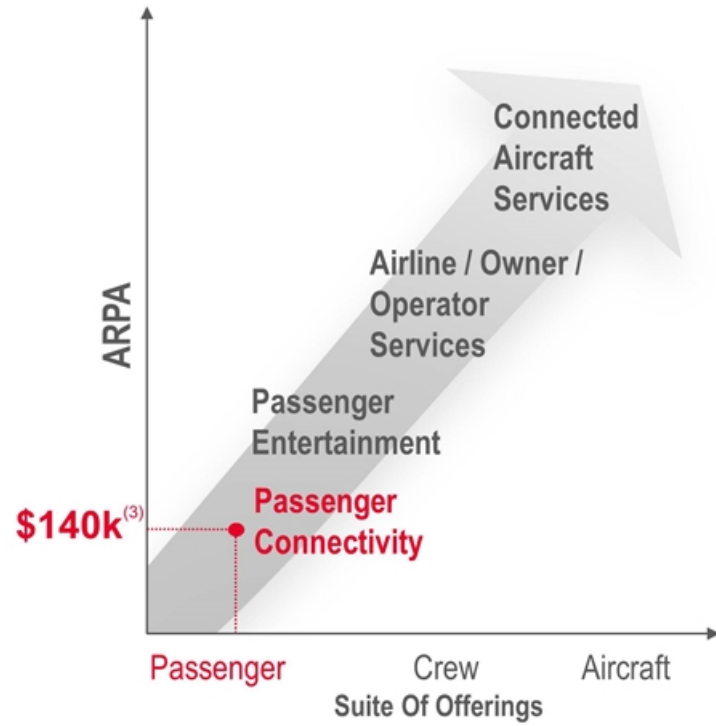
SIGNIFICANT GROWTH OPPORTUNITIES IN AIRCRAFT AND ARPA



Market Opportunity



ARPA Growth



More connected aircraft, more applications, more revenue

1) Global broadband aircraft online as of 6/30/2016 based on management estimates, public filings and trade publications.

2) Market size as of June-2016, source Boeing Current Market Outlook 2016 – 2035, excludes: cargo aircraft

3) The number presented above is annualized based off of Q2'16 financial results and using aircraft online equivalent. Annualized ARPA in the CA-NA segment was approximately \$138,000 in Q2 2016 and over \$144,000 in the CA-ROW segment.

4) Sources: JetNet iQ Report Q4 2015; General Aviation Manufacturers Association 2015 Statistical Databook, excludes Rest of World turbo props

©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

ON A MISSION TO CONNECT GLOBAL AVIATION



249 Aircraft Online in CA-ROW

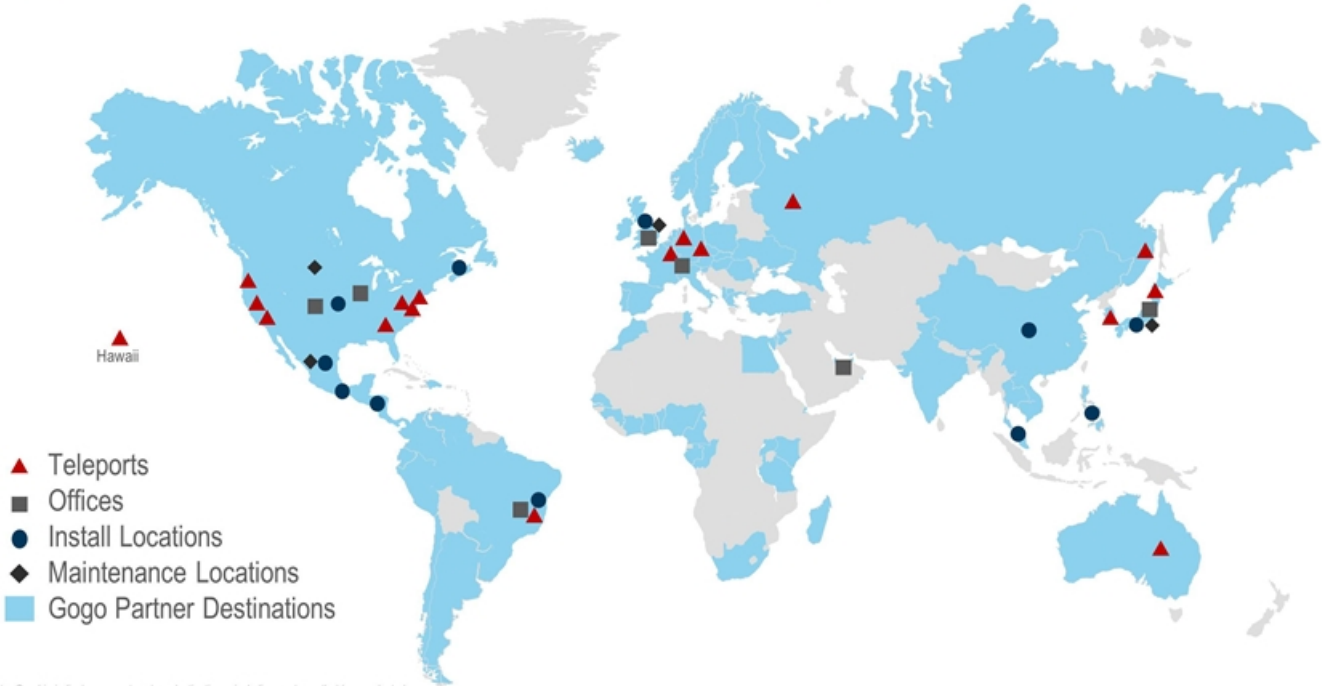
11 Countries Where Aircraft Is Installed

60+ Airline Partner Country Destinations

7 Offices Worldwide

33 Global Maintenance Locations

17 Global Teleport Locations

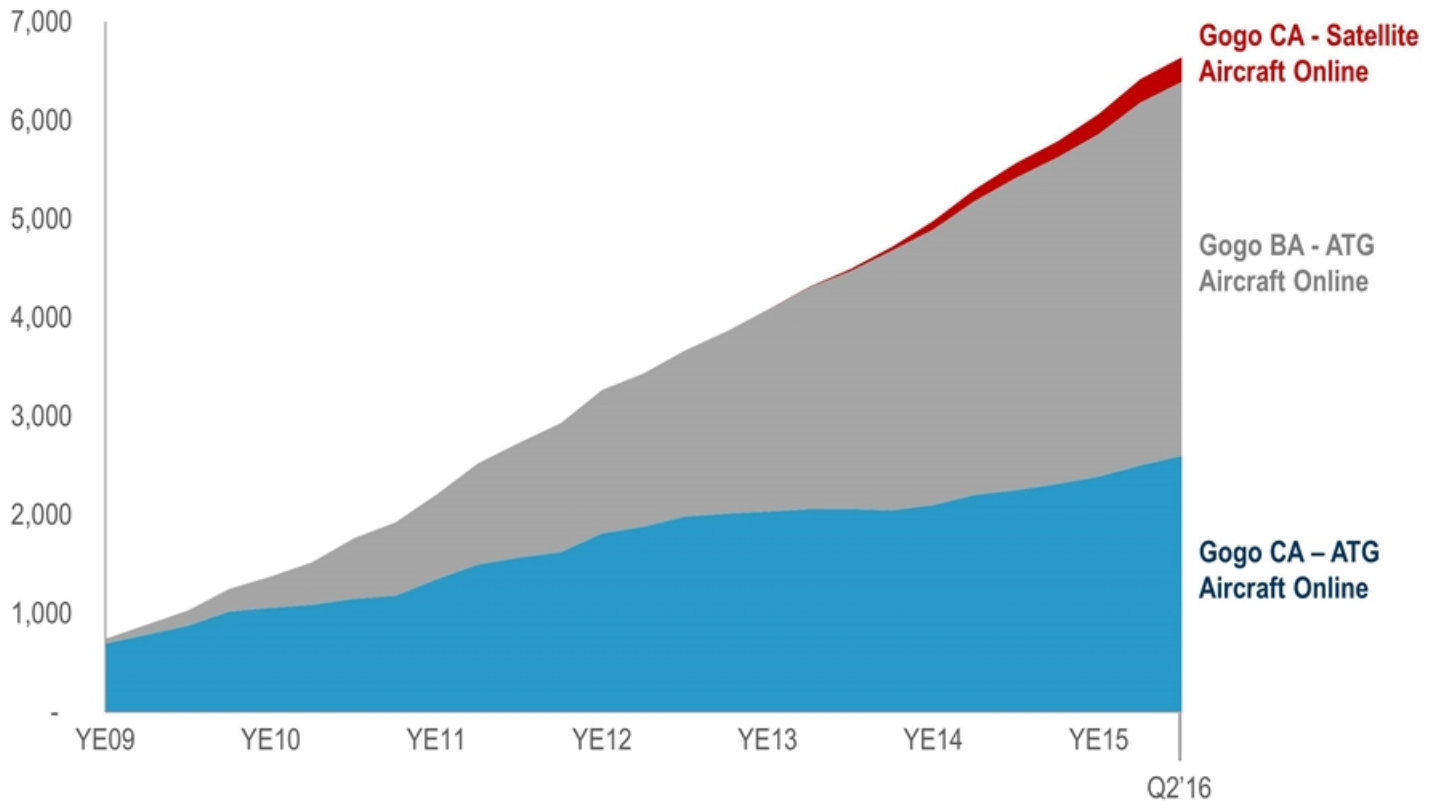


Note: Graphic indicates current partner destinations, including partners that have selected Gogo connectivity, but have not yet been installed. Information is as of 6/30/2016.
©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

MOST BROADBAND PLANES IN THE INDUSTRY



Number of Aircraft

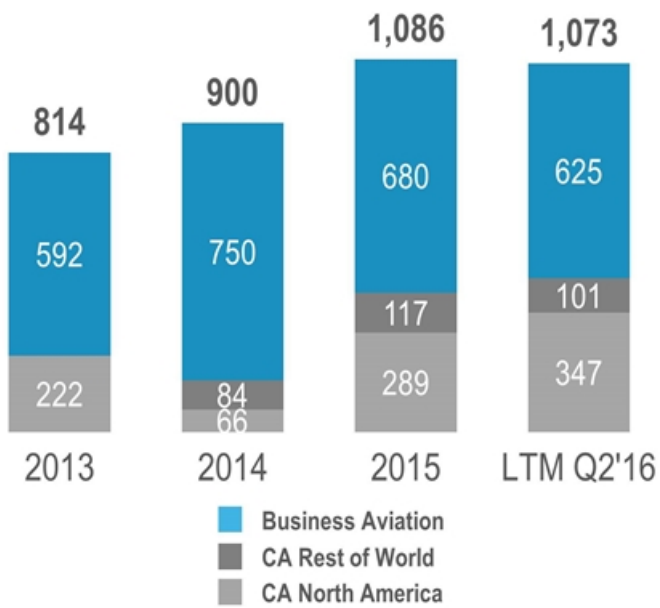


* Data based on management estimates, trade publications and other public sources as of 6/30/2016 and include both commercial and business broadband connected aircraft
©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

PEOPLE AND EXPERIENCE TO SERVE AVIATION INDUSTRY



Annual Net Aircraft Installations

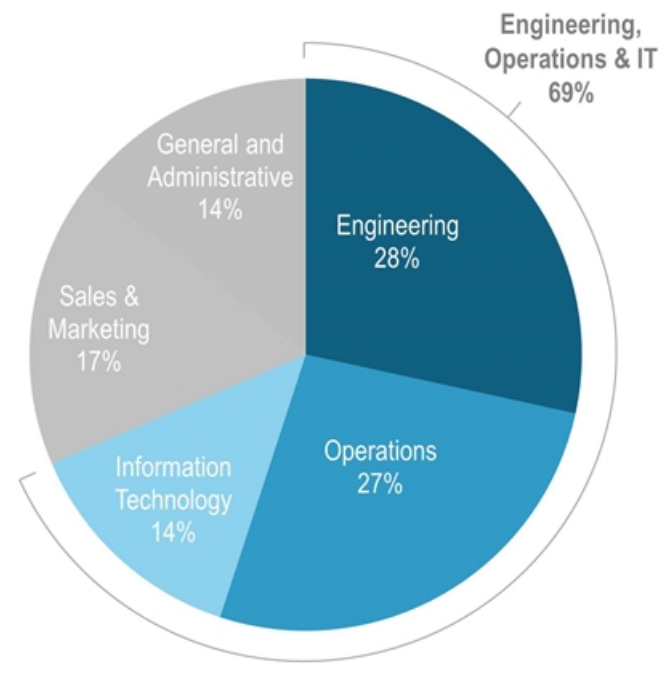


Note: Business Aviation numbers represent the difference in ATG units online from year to year

2016 Net Installation Guidance⁽¹⁾
~300 CA NA and 75+ CA ROW

(1) As of August 4, 2016
 ©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

Highly Specialized Workforce

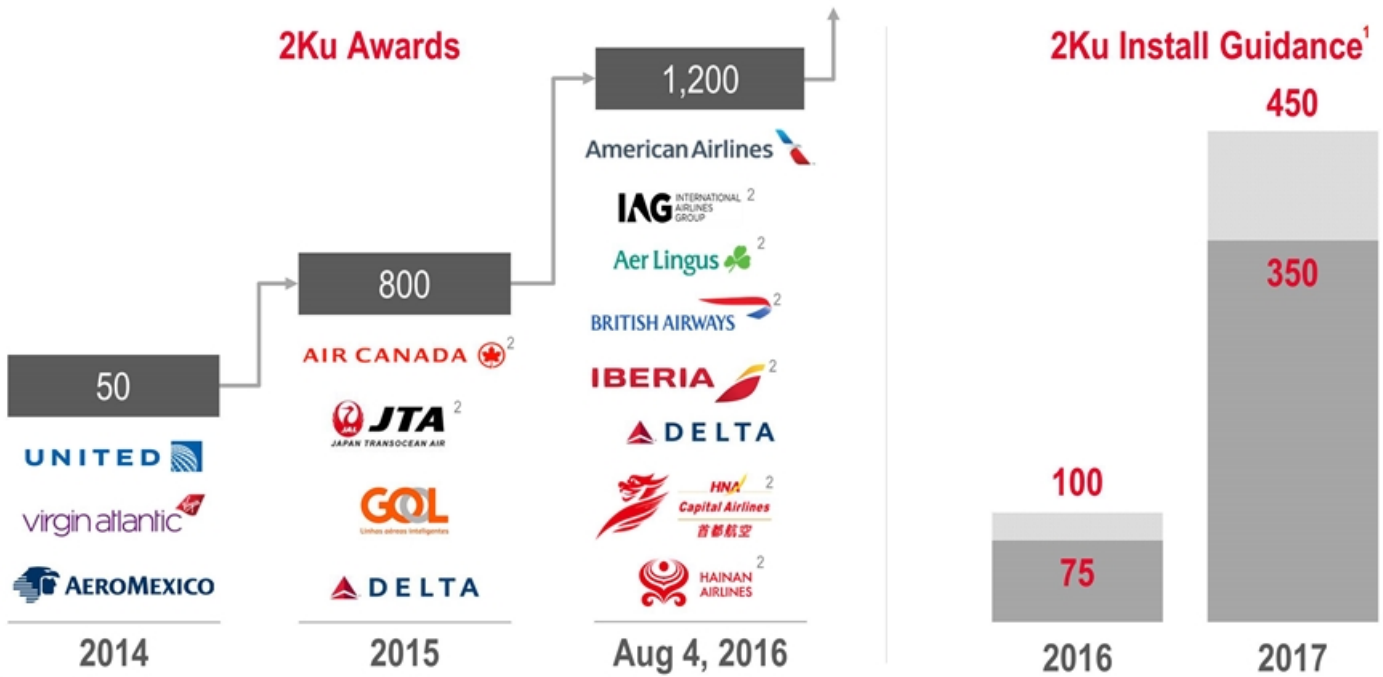


~70% of Gogo workforce dedicated to delivering connectivity

STRONG PROGRESS ON 2Ku DEPLOYMENT

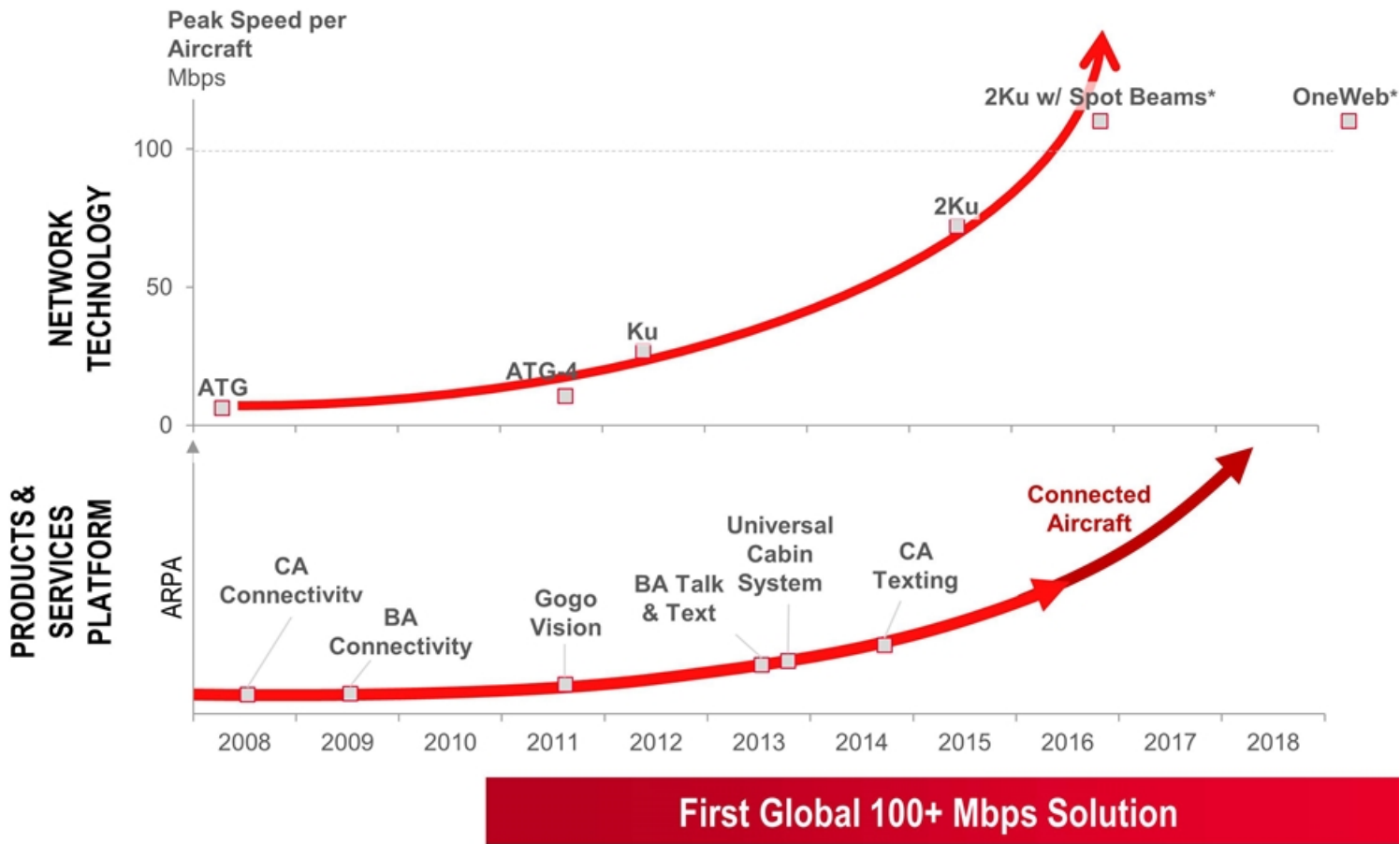


- 10 2Ku aircraft flying¹ across Aeromexico, Delta and Virgin Atlantic
- Certifications on Boeing 737-800 and Airbus A319, A330, A340. First 2Ku factory retrofit completed on A350
- New modem and HTS satellites are expected to improve performance starting in 2017



(1) As of 8/4/2016
 (2) Letter of intent
 ©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

CONTINUOUS INNOVATION FOR AVIATION MARKET





First Global 100+ Mbps Solution

*Expected
©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

ATG AND SATELLITE TECHNOLOGIES ADDRESS LARGE MARKET OPPORTUNITY



Technology	ATG (Air to Ground)	Satellite – 2Ku
Antenna		
Coverage	North America	Global
Market	Business Jets, Smaller Commercial (i.e. RJs)	Commercial
Capacity	Limited to 4 MHz of spectrum today	Unlimited
Speed	3 Mbps on ATG 10 Mbps on ATG-4 >10 Mbps on next gen ATG	50 Mbps on Ku 70 Mbps on 2Ku 100+ Mbps on 2Ku HTS
Latency	200 ms	800 ms
Installation Time	Overnight for CA	3 - 5 days
Market Opportunity ⁽¹⁾	21,700	18,200
Attractive Economics	Strong Profit Margins⁽²⁾ Positive Free Cash Flow⁽³⁾	2-3 Year Payback⁽⁴⁾ High ROI Expected

1) Market Opportunity for ATG is defined as total available business jets and CA-NA regional jets and for 2Ku is global commercial aircraft excluding regional jets and larger business jets.

2) CA-NA segment profit margin of 20% and BA segment profit margin of 39% for three months ended 6/30/2016.

3) Free cash flow is defined as cash from operations and cash from investing based on financial information for BA and CA-NA as of 6/30/16.

4) Based on Q2 2016 average mainline ARPA Gogo achieves a two to three-year gross margin payback on 2Ku installs as of 6/30/2016.

©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

2Ku: PROPRIETARY SOLUTION THAT STANDS APART FROM THE COMPETITION



2Ku Differentiators

- Open Architecture
- Reliability
- Speed
- Capacity
- Cost
- Coverage
- Aero Performance

		ANTENNA	
		2Ku	Gimbaled
SATELLITE	Ka (2 to 5) ⁽¹⁾		
	Ku (~180 in orbit today) ⁽²⁾		

Record market acceptance, 1,200+ awarded aircraft, brings reliable connectivity to aircraft around the world

(1) Based on management estimates and include satellites operated by Inmarsat, Viasat, Eutelsat, and Yahsat as of 12/31/2015. We estimate that there are approximately 10 Ka satellites in the world, but due to lack of interoperability between Ka satellite providers, only 2 to 5 can currently be used for a given Ka antenna.
 (2) Based on management estimates and include satellites operated by SES, Intelsat, Eutelsat, Echostar, and Telesat as of 12/31/2015
 ©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.



- **6,500+ broadband aircraft**
- **Proprietary, leading aircraft connectivity solutions**
- **Open architecture, with built in reliability and redundancy**
- **1,000+ annual installs⁽¹⁾**
- **33 global maintenance locations⁽²⁾**
- **Airline support organization on 4 continents**
- **Connected aircraft platforms enabling aviation solutions**

1) Based on net installations of CA and BA aircraft for the year ended December 31, 2015.
2) As of 12/31/2015
©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

1. Increase Aircraft Online

- Win more aircraft
- Install backlog
- ~10,000 uncommitted commercial aircraft globally⁽¹⁾
- ~16,000 uncommitted business aircraft in North America⁽¹⁾

2. Bring More Bandwidth to Aviation

- Aggressive rollout of 2Ku
- Continue ATG-4 upgrades
- Deliver Gogo Biz 4G in 2017

3. Enable Connected Aircraft

- Develop open platforms:
 - Create tailored passenger experience
 - Lower aircraft operating costs
 - Increase flight safety



(1) Based on management estimates as of 6/30/16 and JetNet iQ Report Q4 2015; General Aviation Manufacturers Association 2015 Statistical Databook ©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.



Q&A



Appendix

BA: ESTABLISHED INDUSTRY LEADER

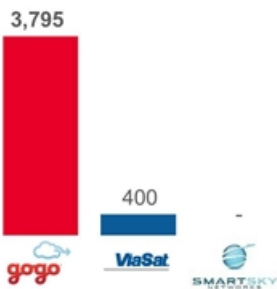


Overview

- Founded in 1991 and pioneered air-to-ground connectivity for planes
- Established OEM and dealer relationships
- Track record of innovation: Universal Cabin System, Gogo Cloud, Gogo Vision, Text & Talk...4G ATG connectivity expected to be available in 2017
- Partnering with industry leaders to connect the cockpit and provide real-time weather and turbulence reports

1) North American Broadband

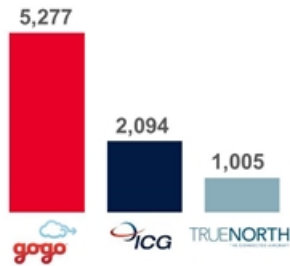
Leading North America Market Share ⁽¹⁾



- North American broadband connectivity
- Inexpensive, light weight, & fast
- Market opportunity of ~20,000⁽²⁾

2) Iridium

Largest Reseller ⁽¹⁾



- Global voice
- Standard or option on all leading airframes
- Trusted service provider

3) SwiftBroadband

Untapped Global Opportunity ⁽¹⁾



- Global narrowband connectivity
- New Gogo service
- Complements ATG and Iridium product offerings

Customers

BOMBARDIER

NETJETS

Gulfstream

flightOptions



Hawker Beechcraft



DASSAULT FALCON

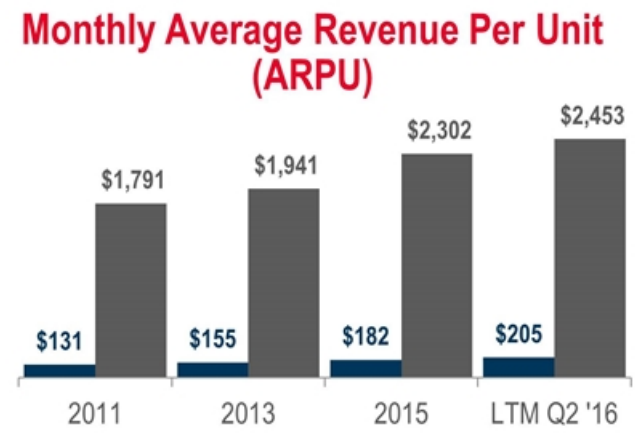
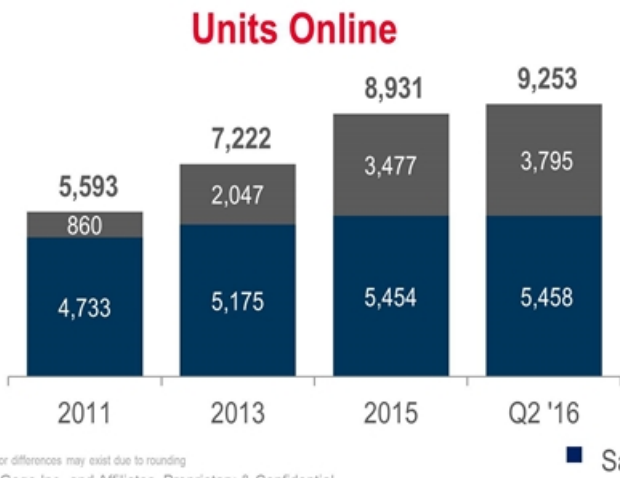
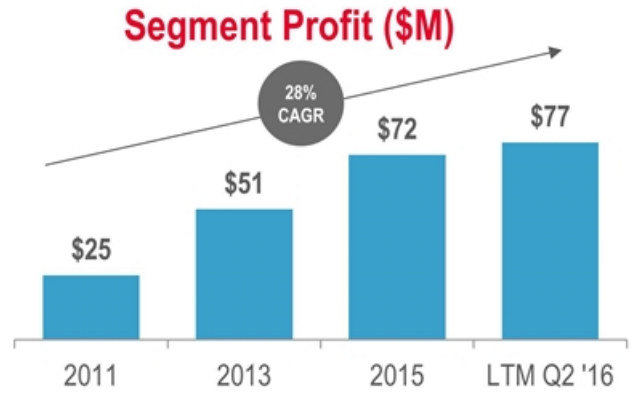
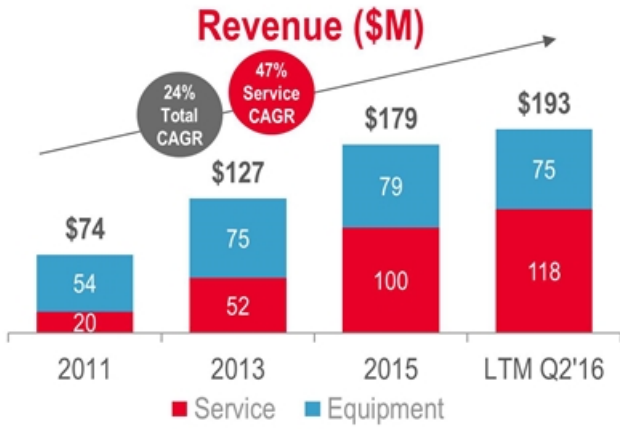
FLEXJET BY BOMBARDIER



⁽¹⁾ Based on company reported results as well as management estimates, trade publications and other public sources as of 3/31/2016

⁽²⁾ JetNet IQ Report Q4 2015, General Aviation Manufacturers Association 2015 Statistical Databook

BA: HIGH MARGIN SERVICE REVENUE DRIVES PROFITABILITY



Note: Minor differences may exist due to rounding
©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

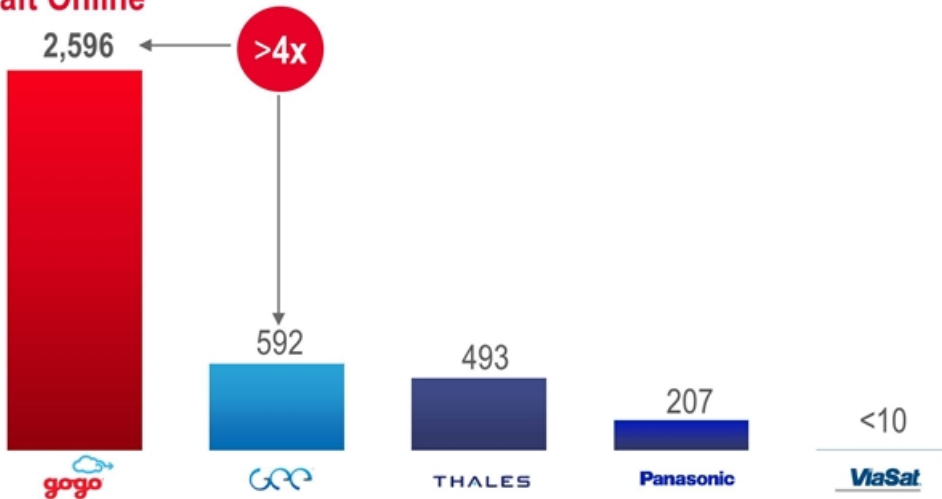
CA-NA: STRONG AND GROWING POSITION



Overview

- **67% market share⁽¹⁾** in North America, awarded aircraft of **200⁽²⁾**
- Over **50%** of installed fleet on ATG-4 with more upgrades coming
- **~600 Delta aircraft** (primarily NA fleet) awarded to 2Ku
- **~140 American aircraft** awarded to 2Ku
- Strong revenue growth and operating leverage, achieved scale and profitability in 2014

Aircraft Online⁽³⁾



(1) Based on company reported results as well as management estimates, trade publications and other public sources as of 6/30/2016
 (2) Awarded but not yet installed as of 6/30/2016
 (3) Based on company reported results as well as management estimates, trade publications and other public sources as of 6/30/2016
 ©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

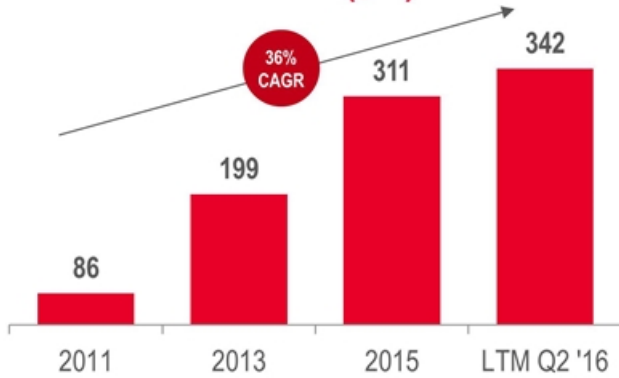
Airline Partners



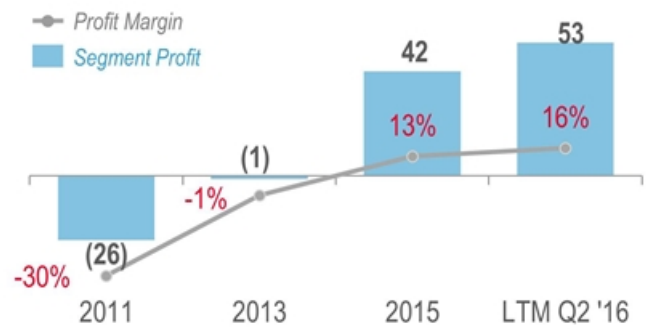
CA-NA: STRONG REVENUE AND SEGMENT PROFIT GROWTH



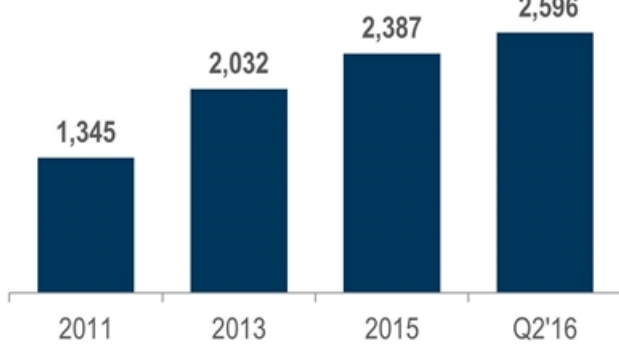
Revenue (\$M)



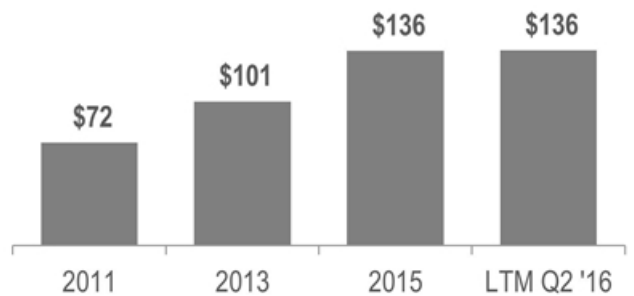
Segment Profit (\$M)



Aircraft Online



Annualized ARPA⁽¹⁾ (\$k)



Note: Minor differences may exist due to rounding.

(1) For 2011 and 2013 ARPA is based on aircraft online and for 2015 and LTM Q2'16 ARPA is based on aircraft online equivalent.

©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

GOGO INSTALLED & AWARDED AIRCRAFT AS OF 6/30/216



Aircraft Online	CA-NA	CA-ROW	Total
ATG Aircraft Online	1,255	-	1,255
ATG-4 Aircraft Online	1,332	-	1,332
Ku Aircraft Online	-	249	249
2Ku Aircraft Online	9	-	9
Total Aircraft Online	2,596	249	2,845

Awarded But Not Yet Installed Aircraft ¹	CA-NA	CA-ROW	Total
ATG & ATG-4 awarded but not yet installed aircraft	120	-	120
2Ku awarded but not yet installed aircraft	80	485	565
Total Awarded But Not Yet Installed Aircraft	200	485	685

Total Aircraft Online and Awarded But Not Yet Installed Aircraft	2,800	730	3,530
---	--------------	------------	--------------

2Ku Aircraft Online & Awarded But Not Yet Installed ¹	CA-NA	CA-ROW	Total
2Ku Aircraft Online	9	-	9
2Ku awarded but not yet installed, aircraft upgrades	650	-	650
2Ku awarded but not yet installed, new aircraft	80	485	565
Total 2Ku Aircraft Online and Awarded But Not Yet Installed Aircraft	739	485	1,200+

(1) All figures are as of 6/30/2016. Awarded but not yet installed figures are approximate and differences may exist due to rounding.
©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

ADJUSTED EBITDA RECONCILIATION (\$MM)



	2011	2012	2013	2014	2015	2015 Q2	2015 Q3	2015 Q4	2016 Q1	2016 Q2
Net Income	(18)	(96)	(146)	(85)	(108)	(25)	(29)	(34)	(24)	(40)
Interest Income	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Interest Expense	1	9	29	33	59	16	17	16	16	18
Income Tax Provision	1	1	1	1	1	-	-	-	-	-
Depreciation & Amortization	33	37	56	64	87	21	22	25	24	25
EBITDA	16	(49)	(60)	14	39	12	10	8	17	2
Fair Value Derivative Adjustments	(59)	(10)	36	-	-	-	-	-	-	-
Class A and Class B Senior Convertible Preferred Stock Return	31	52	29	-	-	-	-	-	-	-
Accretion of Preferred Stock	10	10	5	-	-	-	-	-	-	-
Stock-based Compensation Expense	2	4	6	10	15	3	5	4	4	4
Amortization of Deferred Airborne Lease Incentives	(1)	(4)	(8)	(13)	(20)	(5)	(5)	(6)	(6)	(7)
Loss on Extinguishment of Debt	-	-	-	-	-	-	-	-	-	15
Adjustment of deferred financing costs	-	5	-	-	2	-	-	2	(1)	-
Adjusted EBITDA	(1)	9	8	11	37	11	10	8	14	14

Note: Minor differences exist due to rounding
©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.

CASH CAPEX RECONCILIATION (\$MM)



	2011	2012	2013	2014	2015	2015 Q2	2015 Q3	2015 Q4	2016 Q1	2016 Q2
Purchases of Property and Equipment	(33)	(67)	(105)	(132)	(135)	(33)	(19)	(30)	(31)	(40)
Acquisition of Intangible Assets (Capitalized Software)	(10)	(12)	(16)	(17)	(18)	(4)	(4)	(5)	(6)	(8)
Consolidated Capital Expenditures	(43)	(79)	(121)	(150)	(153)	(37)	(24)	(35)	(37)	(48)
Change in Deferred Airborne Lease Incentives	11	18	9	30	37	7	7	14	8	1
Amortization of Deferred Airborne Lease Incentives	1	4	8	13	20	5	5	6	6	7
Landlord Incentives	–	–	–	10	16	3	–	1	–	–
Cash CapEx	(31)	(58)	(104)	(98)	(80)	(23)	(12)	(13)	(24)	(40)

Note: Minor differences exist due to rounding
 ©2016 Gogo Inc. and Affiliates. Proprietary & Confidential.