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): April 15, 2019

GOGO INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-35975**	**27-1650905**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

111 North Canal, Suite 1500 **Chicago, IL**	**60606**
(Address of principal executive offices)	**(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))

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On April 15, 2019, Gogo Inc. issued a press release announcing certain preliminary first quarter 2019 financial results.

A copy of the press release is filed herewith as Exhibit 99.1.

Item 8.01 OTHER EVENTS

On April 15, 2019, Gogo Inc. issued a press release announcing that Gogo Intermediate Holdings LLC, a direct wholly-owned subsidiary of Gogo Inc. (“Intermediate Holdings”), and Gogo Finance Co. Inc., a direct wholly-owned subsidiary of Intermediate Holdings and an indirect wholly-owned subsidiary of Gogo Inc. (together with Intermediate Holdings, the “Issuers”), have commenced an offering of $900 million of senior secured notes (the “Notes”) in transactions exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”).

Also on April 15, 2019, the Issuers elected to call for redemption in full all $690 million aggregate principal amount outstanding of their 12.500% senior secured notes due 2022 (the “2022 Notes”) in accordance with the terms of the indenture governing the 2022 Notes. On April 15, 2019, U.S. Bank National Association, the trustee for the 2022 Notes, delivered a notice of conditional full redemption to all registered holders of the 2022 Notes. The redemption is conditioned, among other things, upon the incurrence of indebtedness in connection with the proposed offering of Notes described above or from one or more other sources, in an amount satisfactory to the Issuers. The 2022 Notes are expected to be redeemed on May 15, 2019 (the “Redemption Date”), at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus a make-whole premium and accrued and unpaid interest to (but not including) the redemption date.

A copy of the press release is filed herewith as Exhibit 99.2 and is incorporated herein by reference.

This report does not constitute an offer to sell or a solicitation of an offer to buy the Notes. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated April 15, 2019
99.2	Press Release dated April 15, 2019

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/ Barry Rowan
Barry Rowan
Chief Financial Officer

Date: April 15, 2019

Exhibit 99.1

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Gogo Provides Preliminary First Quarter 2019 Financial Results

CHICAGO – April 15, 2019 — Gogo (NASDAQ: GOGO), the leading global provider of broadband connectivity products and services for aviation, announces the following preliminary first quarter 2019 financial results:

- Consolidated revenue of $197 million to $200 million
- Consolidated net loss of $17 million to $20 million
- Adjusted EBITDA of $35 million to $38 million
- Net loss and Adjusted EBITDA both include the benefit of approximately $7 million in project-related revenue for an airline customer and $4 million of delayed timing of expense items
- Total cash and cash equivalents at March 31, 2019 of approximately $188 million, reflecting $46 million in semi-annual interest payments made by the Company during the quarter

"The combination of better than expected Commercial Aviation service revenue and lower than expected overall operating and satcom costs contributed to our much better than expected preliminary Adjusted EBITDA in the first quarter," said Oakleigh Thorne, President and CEO of Gogo. "Our focus on cost management and operational execution continues to drive financial momentum."

The Company will release its complete financial results for the first quarter of 2019 before the market opens on May 9, 2019, and will host a conference call with financial analysts the same day at 8:30 a.m. (ET).

Cautionary Statement Regarding Preliminary Results for the First Quarter of 2019

The expected first quarter 2019 results are preliminary, unaudited and subject to completion, reflect management's current views and may change as a result of management's review of results and other factors, including a wide variety of significant business, economic and competitive risks and uncertainties. Such preliminary results are subject to the closing of the first quarter of 2019 and finalization of first quarter accounting and reporting procedures, which have yet to be performed, and should not be viewed as a substitute for full quarterly financial statements prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP"). We caution that the preliminary first quarter 2019 results are not guarantees of future performance or outcomes and that actual results may differ materially from those described above. Factors that could cause actual results to differ from those described above are set forth in the Company's filings with the Securities and Exchange Commission (the "SEC") and under "—Cautionary Note Regarding Forward-Looking Statements" below. All forward-looking statements speak only as of the date made, and we undertake no obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise.

You should read this information together with the financial statements and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" for prior periods included in the Company's SEC filings. Neither our independent registered public accounting firm nor any other independent registered public accounting firm has audited, reviewed or compiled, examined or performed any procedures with respect to the preliminary results, nor have they expressed any opinion or any other form of assurance on the preliminary results.

EBITDA and Adjusted EBITDA Description and Reconciliation

Adjusted EBITDA represents EBITDA (which represents net income (loss) attributable to common stock before interest expense, interest income, income taxes, depreciation expense and amortization of other intangible assets) adjusted for (i) stock-based compensation expense, (ii) amortization of deferred airborne lease incentives, (iii) amortization of STC costs and (iv) litigation settlement proceeds. Our management believes that the use of Adjusted EBITDA eliminates items that, management believes, have less bearing on our operating performance, thereby highlighting trends in our core business which may not otherwise be apparent. It also provides an assessment of controllable expenses, which are indicators management uses to determine whether current spending decisions need to be adjusted in order to meet financial goals and achieve optimal financial performance.

We believe the exclusion of stock-based compensation expense from Adjusted EBITDA is appropriate given the significant variation in expense that can result from using the Black-Scholes model to determine the fair value of such compensation. The fair value of our stock options is determined using the Black-

Scholes model and varies based on fluctuations in the assumptions used in this model, including inputs that are not necessarily directly related to the performance of our business, such as the expected volatility, the risk-free interest rate and the expected life of the options. Therefore, we believe the exclusion of this cost provides a clearer view of the operating performance of our business. Further, stock option grants made at a certain price and point in time do not necessarily reflect how our business is performing at any particular time. While we believe that investors should have information about any dilutive effect of outstanding options and the cost of that compensation, we also believe that stockholders should have the ability to consider our performance using a non-GAAP financial measure that excludes these costs and that management uses to evaluate our business.

We believe the exclusion of the amortization of deferred airborne lease incentives and amortization of STC costs from Adjusted EBITDA is useful as it allows an investor to view operating performance across time periods in a manner consistent with how management measures segment profit and loss. Management evaluates segment profit and loss in this manner, excluding the amortization of deferred airborne lease incentives and amortization of STC costs, because such presentation reflects operating decisions and activities from the current period, without regard to the prior period decision or the form of connectivity agreements.

We believe the exclusion of litigation settlement proceeds from Adjusted EBITDA is appropriate as this is non-recurring in nature and represents an infrequent financial benefit to our operating performance.

We also present Adjusted EBITDA as a supplemental performance measure because we believe that this measure provides investors, securities analysts and other users of our financial statements with important supplemental information with which to evaluate our performance and to enable them to assess our performance on the same basis as management.

Adjusted EBITDA is not a measure presented in accordance with GAAP, and our use of the term Adjusted EBITDA may vary from that of others in our industry. Adjusted EBITDA has limitations as an analytical tool and should not be considered as an alternative to net income, operating profit, revenues or any other performance measures derived in accordance with GAAP as measures of operating performance.

Gogo Inc. and Subsidiaries
Reconciliation of Expected GAAP Net Loss Range(1)
to Expected Adjusted EBITDA Range
For the Three Months Ended March 31, 2019
Preliminary and Confidential
(in millions)
(unaudited)

Expected Net loss range (GAAP)	$(20) to $(17)
Interest expense	33
Interest income	(1)
Income tax provision	0
Depreciation and amortization	31
Expected EBITDA range	43 to 46
Stock-based compensation expense	4
Amortization of deferred airborne lease incentives	(9)
Amortization of STC costs	0
Litigation settlement proceeds	(3)
Expected Adjusted EBITDA range	$ 35 to $38

(1) The expected first quarter 2019 net loss and Adjusted EBITDA ranges both include the benefit of approximately $7 million in project-related revenue for an airline customer and $4 million of delayed timing of expense items.

* Totals may not sum due to rounding.

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 also include projections, forecasts or estimates of performance, including, in particular, statements regarding our preliminary first quarter 2019 results. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release 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. These forward-looking statements are based on estimates and assumptions by our management that, although we believe to be reasonable, are inherently uncertain. Important factors that could cause actual results, developments and business decisions to differ materially from these forward-looking statements include the uncertainties described under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K filed with the SEC on February 22, 2019.

About the Company:

Gogo is the Inflight Internet Company. We are the leading global provider of broadband connectivity products and services for aviation. We design and source innovative network solutions that connect aircraft to the Internet and develop software and platforms that enable customizable solutions for and by our aviation partners. Once connected, we provide industry leading reliability around the world. You can find Gogo's products and services on thousands of aircraft operated by the leading global commercial airlines and thousands of private aircraft, including those of the largest fractional ownership operators. Gogo is headquartered in Chicago, IL, with additional facilities in Broomfield, CO, and locations across the globe. Connect with us at gogoair.com.

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Gogo Inc. Announces Launch of $900 Million Senior Secured Notes Offering

Chicago, IL, April 15, 2019 – Gogo Inc. (NASDAQ:GOGO) announced the commencement of a private offering of $900 million aggregate principal amount of senior secured notes due 2024 (the "Notes") to be issued by its direct wholly owned subsidiary, Gogo Intermediate Holdings LLC ("Holdings LLC"), and its indirect wholly owned subsidiary, Gogo Finance Co. Inc. (the "Co-Issuer" and, together with Holdings LLC, the "Issuers"). The Notes will be guaranteed on a senior secured basis by Gogo Inc. and all of Holdings LLC's existing and future domestic restricted subsidiaries (other than the Co-Issuer), subject to certain exceptions (collectively, the "Guarantors"). The Notes and the related guarantees will be secured by first-priority liens (subject to certain exceptions) on substantially all of the Issuers' and the Guarantors' assets, including pledged equity interests of the Issuers and all of Holdings LLC's existing and future domestic restricted subsidiaries guaranteeing the Notes, except for certain excluded assets and subject to permitted liens. There can be no assurance that the proposed offering of Notes will be completed.

The Issuers will use a portion of the net proceeds from the sale of the Notes to redeem all of their outstanding 12.500% senior secured notes due 2022 (the "Secured Notes") at a redemption price equal to 100% of the principal amount, plus a make-whole premium and accrued and unpaid interest to (but not including) the redemption date, in accordance with the indenture governing the Secured Notes, to pay related fees and expenses and for general corporate purposes, including the repurchase, retirement or repayment of Gogo's 3.75% Convertible Senior Notes due 2022, in whole or in part, at or prior to maturity.

The Notes and the guarantees will be offered in a private offering exempt from the registration requirements of the United States Securities Act of 1933, as amended (the "Securities Act"). The Notes and the guarantees will be offered only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act.

The Notes and the guarantees have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release is for informational purposes only and is not an offer to sell or purchase nor the solicitation of an offer to sell or purchase securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom, such an offer, solicitation or sale would be unlawful.

Forward-Looking Statements

This press release includes forward-looking statements regarding Gogo's financing plans and intended use of proceeds. Such statements, as well as Gogo's future financial condition and future results of operations, are subject to certain risks and uncertainties including, without limitation, risks related to whether the financing transaction will be consummated on the expected terms, or at all, market and other general economic conditions, whether the conditions required to close the financing transaction will be satisfied, and the fact that Gogo's management will have discretion in the use of proceeds.

Gogo's forward-looking statements also involve assumptions that, if they never materialize or prove correct, could cause its results to differ materially from those expressed or implied by such forward-looking statements. These and other risks concerning Gogo and its businesses are described in additional detail in its Annual Report on Form 10-K for the year ended December 31, 2018 and other filings made by Gogo with the Securities and Exchange Commission.

Any one of these factors or a combination of these factors could materially affect Gogo's financial condition or future results of operations and could influence whether any forward-looking statements contained in this press release ultimately prove to be accurate. Gogo's 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 Gogo undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.