
**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): September 20, 2017

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))

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 8.01 OTHER EVENTS

On September 20, 2017, 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., have commenced an offering of additional 12.500% Senior Secured Notes due 2022 (the “Additional Notes”) in transactions exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”). The Issuers’ previously issued 12.500% Senior Secured Notes due 2022 in an aggregate principal amount of \$525 million on June 14, 2016 and in an aggregate principal amount of \$65 million on January 3, 2017.

A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

In connection with the above mentioned offering of the Additional Notes, the information set forth in the presentation attached hereto as Exhibit 99.2 will be used by management of Gogo Inc.

This report does not constitute an offer to sell or a solicitation of an offer to buy the Additional Notes. The Additional 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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Gogo Inc., dated September 20, 2017
99.2	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/ Barry Rowan
Barry Rowan
Executive Vice President and Chief Financial Officer

Date: September 20, 2017

**Investor Relations Contact:**

Varvara Alva
312-517-6460
ir@gogoair.com

Media Relations Contact:

Steve Nolan
312-517-6074
pr@gogoair.com

Gogo Inc. Announces Launch of \$100 Million Senior Secured Notes Offering

Chicago, IL, September 20, 2017 – Gogo Inc. (“Gogo”) (NASDAQ:GOGO) announced the commencement of a private offering of \$100 million aggregate principal amount of additional 12.500% senior secured notes due 2022 (the “Additional Notes”) to be issued by its direct wholly owned subsidiary, Gogo Intermediate Holdings LLC (the “Issuer”), and its indirect wholly owned subsidiary, Gogo Finance Co. Inc. (the “Co-Issuer” and, together with the Issuer, the “Issuers”). The Issuers’ 12.500% Senior Secured Notes due 2022 were previously issued in an aggregate principal amount of \$525 million on June 14, 2016 and in an aggregate principal amount of \$65 million on January 3, 2017 (collectively, the “Previously Issued Notes”). The Additional Notes and the Previously Issued Notes will be treated as the same series for all purposes under the indenture and collateral agreements, each as amended and supplemented, that govern the Initial Notes and will govern the Additional Notes. The Additional Notes will be guaranteed on a senior secured basis by Gogo and all of the existing and future domestic restricted subsidiaries of the Issuer (other than the Co-Issuer), subject to certain exceptions (the “Guarantors”). The Additional Notes and the related guarantees will be secured by first priority liens on substantially all of the Issuers’ and the Guarantors’ assets, including pledged equity interests of the Issuers and the Guarantors. There can be no assurance that the proposed offering of Additional Notes will be completed.

The Issuer intends to use the net proceeds from the sale of the Additional Notes to accelerate the commercial rollout of Gogo’s next-generation global satellite solution, 2Ku, for working capital and other general corporate purposes.

The Additional 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 Additional 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 consummation of the offering of the Additional Notes will be conditioned upon, among other things, satisfaction or waiver of the conditions to the previously announced consent solicitation with respect to the Notes, including obtaining the valid and unrevoked consents from holders of Previously Issued Notes as of 5:00 p.m., New York City time, on September 13, 2017 holding no less than a majority in aggregate principal amount of the outstanding Previously Issued Notes, excluding Previously Issued Notes held by the Issuers or any affiliates of the Issuers (the “Requisite Consents”), on or prior to 5:00 p.m., New York City time, on September 20, 2017, unless extended or earlier terminated by the Issuers, and,

if the Requisite Consents are obtained, the execution of a supplemental indenture to the indenture governing the Previously Issued Notes, providing for the proposed amendments to the indenture, including an increase in the amount of additional secured indebtedness that may be incurred by the Issuer and its restricted subsidiaries.

The Additional 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 within the meaning of the Federal Private Securities Litigation Reform Act of 1995 regarding Gogo's financing plans, including statements related to the Issuers' offering of the Additional Notes and intended use of net proceeds of the offering, that are based on management's beliefs and assumptions and on information currently available to management. Such statements are subject to certain risks and uncertainties including, without limitation, risks related to whether the Issuers will consummate the offering of the Additional Notes on the expected terms, or at all, market and other general economic conditions, whether the Issuers and the Guarantors will be able to satisfy the conditions required to close any sale of the Additional Notes, and the fact that Gogo's management will have broad discretion in the use of the proceeds from any sale of the Additional Notes. Forward-looking statements represent the beliefs and assumptions of Gogo 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. 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 press release, possibly to a material degree. 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 press release, investors should refer to the disclosure contained under the headings "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in Gogo's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.



Investor Presentation

September 2017



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 filings with the SEC, including its 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. This financial measure is not a recognized measure under GAAP, and when analyzing our performance, investors should use Adjusted EBITDA in addition to, and not as an alternative to, net loss attributable to common stock as a measure of operating results.

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.

- **Michael Small**
President and Chief Executive Officer
- **Barry Rowan**
Executive Vice President and Chief Financial Officer
- **Varvara Alva**
Vice President, Investor Relations and Treasurer



Transaction Overview



Who We Are

Strong Execution And Path To Profitability

Why Invest In Gogo

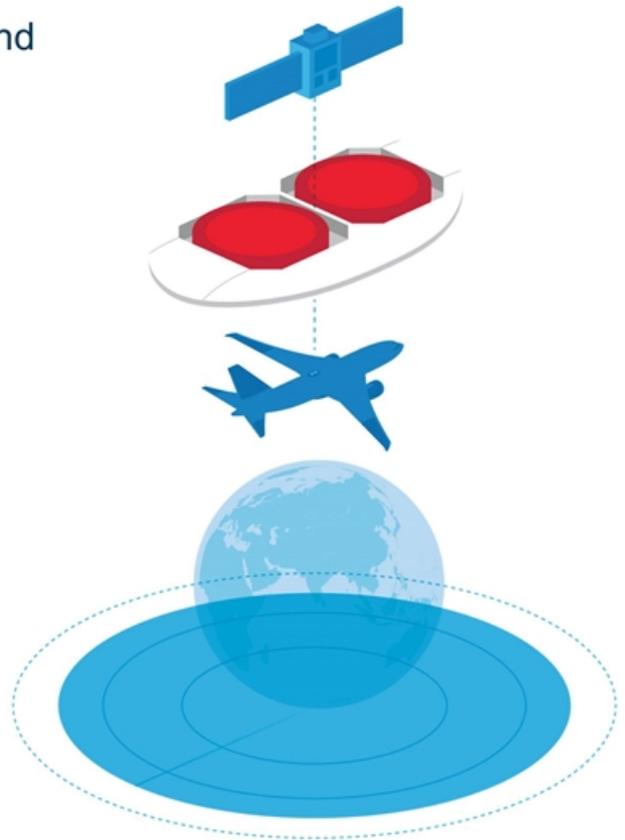


Gogo is the leading global provider of broadband connectivity products and services for aviation

7,500+ Broadband aircraft online¹

50% Global market share in Commercial aviation²

92% North America market share in Business aviation²



1) As of 6/30/2017
2) Based on management estimates, public filings and trade publications of broadband IFC installations as of 6/30/2017
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Network Solutions

Deliver industry-leading connectivity performance to global aviation

Satellite: 2Ku & Ku

Air-to-ground:

- Next-Gen ATG
- ATG
- ATG4

Software & Platform

Enable customizable experiences for passengers and support aviation operations

Passenger experience

- Internet
- Wireless Entertainment

Operational Apps

Open architecture

Support Services

Install, monitor, manage and maintain connectivity solutions

Installation

Certification

Operations

Maintenance

Inflight live customer care

24-hr network monitoring

Business intelligence/analytics

2017 Airline Wins



Network Technology

- **Next generation modem** is introduced increasing throughput capability by 16 times on satellite connectivity systems
- **4G systems** started shipping in Business Aviation
- **Next generation ATG** technology development is on track
 - demonstrated 100+ mbps speed in lab

Aircraft Operations

- **300+ 2Ku** aircraft online with installation ramp underway
- Continue to expect **450 – 550 2Ku installations in 2017**
- **2Ku record installation achieved** – under 2 days
- All major STCs received for aircraft installation in 2017
- **Airbus OEM** offerability agreement reached with **first A350 delivery** completed

Most planes and expanding opportunities



Market opportunity

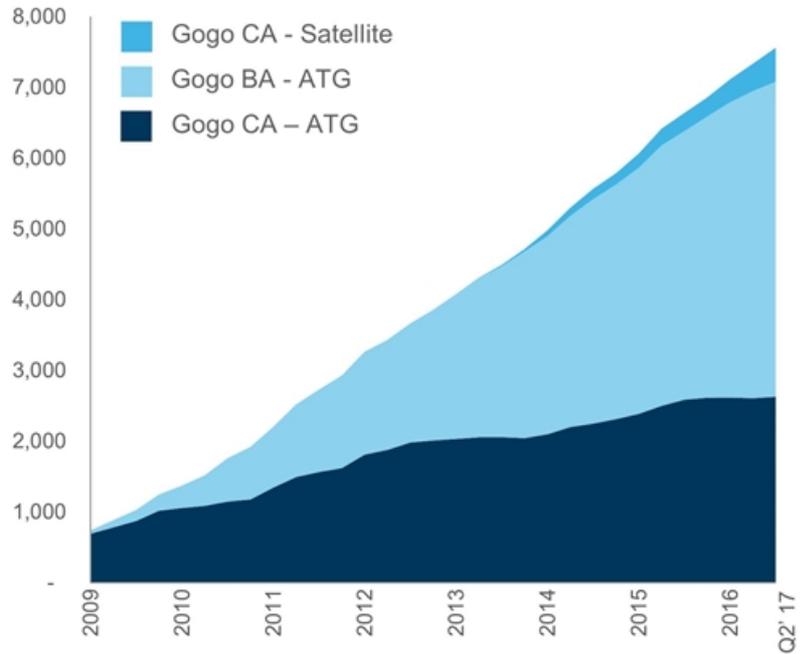
Commercial aviation

~10,000 uncommitted aircraft today
~2,000 new aircraft delivered per year

Business aviation

~25,000 aircraft without broadband today
~1,000 new aircraft delivered per year

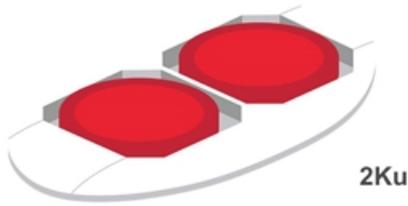
Number of aircraft online



Note: Data based on management estimates, trade publications, Boeing Current Market Outlook 2016-2035, JetNet IQ Report Q1 2017, and other public sources as of 6/30/2017 and includes both commercial and business broadband connected aircraft where specified
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Global – Satellite

Addressable Aircraft



- 100+ Mbps and global coverage
- High availability
- Network Redundancy
- Live TV
- Flying on 250+ aircraft globally

~18,000⁽²⁾

North America – Air-To-Ground



ATG, ATG-4



Next Gen ATG⁽¹⁾

- North American coverage
- Overnight installs
- High speed & low latency
- Light weight
- Next Gen ATG availability expected in 2018

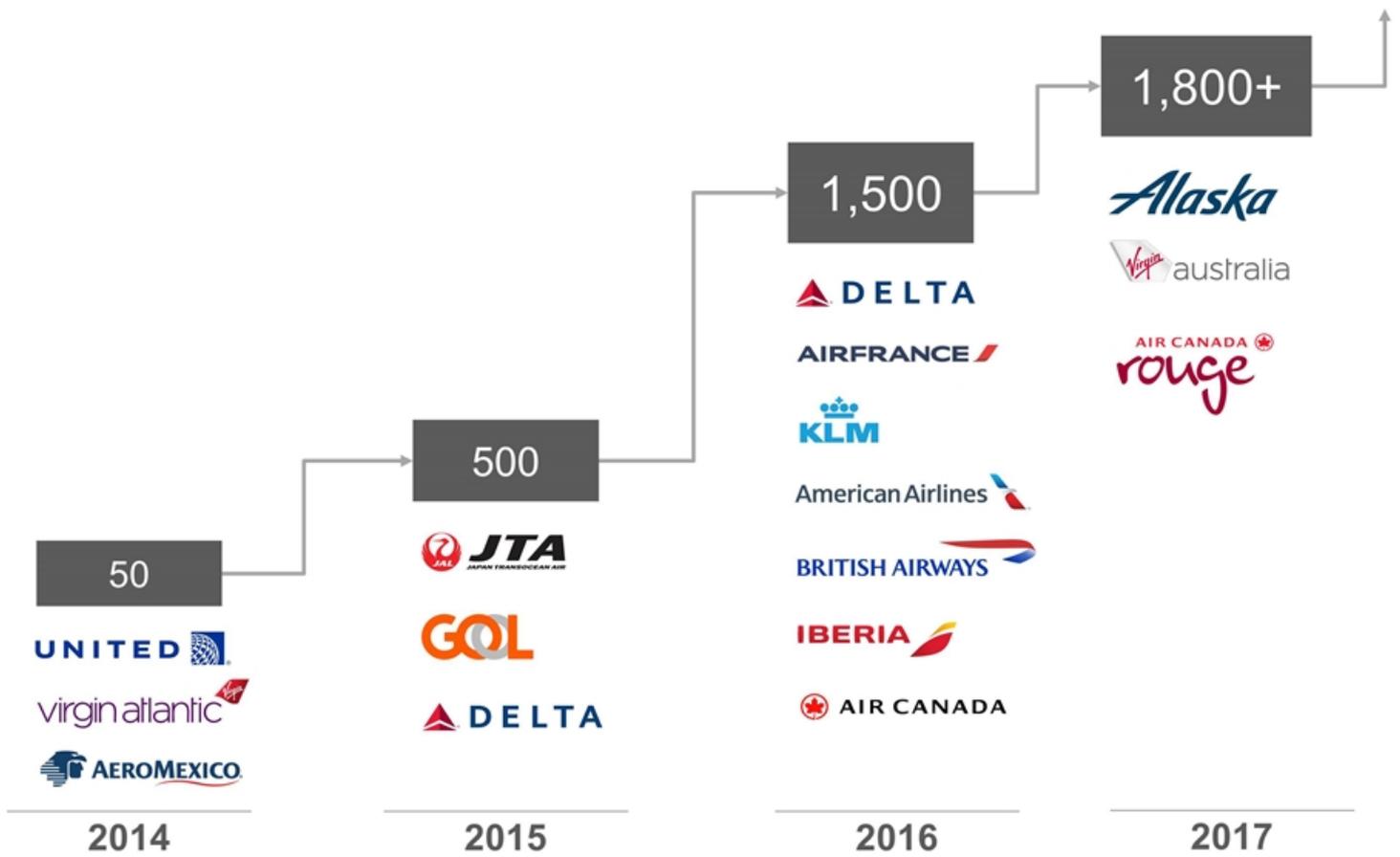
~22,000⁽³⁾

¹ Next Gen ATG expected to be available in 2018 and expected to deliver 100 Mbps

² Global commercial aircraft estimate from Boeing Market Outlook 2016-2035, excluding regional jets

³ Includes North American business jets and turboprops estimate from JetNet IQ Report Q1 2017 and commercial regional jets from Boeing Market Outlook 2016-2035 and management estimates

Growing satellite aircraft connectivity awards



Note: 2Ku awards include both signed contracts and letters of intent
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High speed,
everywhere, all the time

15⁺

**Mbps per
passenger**



98%

**coverage of
global flight hours**



98%

service availability

Portfolio of business aviation solutions



Large Jets

~3,000 Aircraft



Medium Jets

~4,000 Aircraft*



Light Jets

~5,000 Aircraft

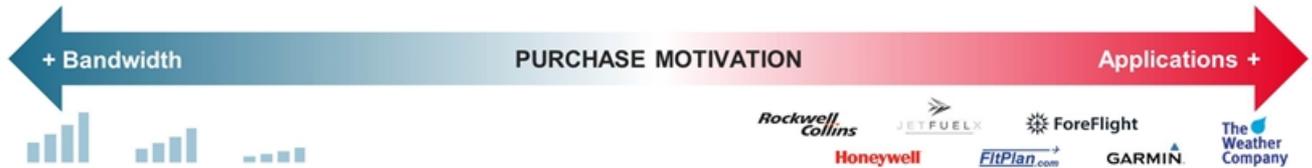


Turboprops

~8,500 Aircraft*



REGIONAL:	ATG/4G/ Next Gen ATG	ATG/4G/ Next Gen ATG	ATG/4G	ATG/4G/ Next Gen ATG
GLOBAL:	JX/SBB	SBB	SBB	SBB



* Source: JetNet IQ Report Q1 2017 and Gogo estimates as of June 2016
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Transaction Overview

Who We Are



Strong Execution And Path To Profitability

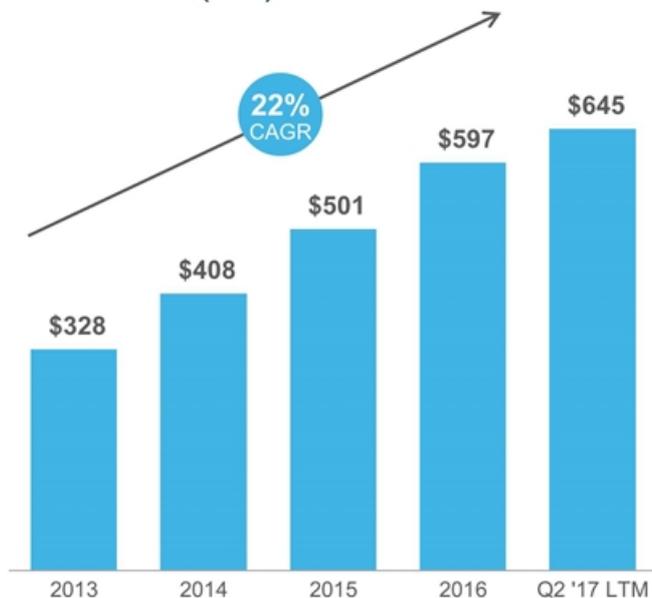
Why Invest In Gogo



Strong revenue and profitability growth



Revenue (\$M)



Adjusted EBITDA (\$M)⁽¹⁾



Note: Minor differences exist due to rounding
 (1) Please see reconciliation of Adjusted EBITDA in appendix
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Profitability path for all segments

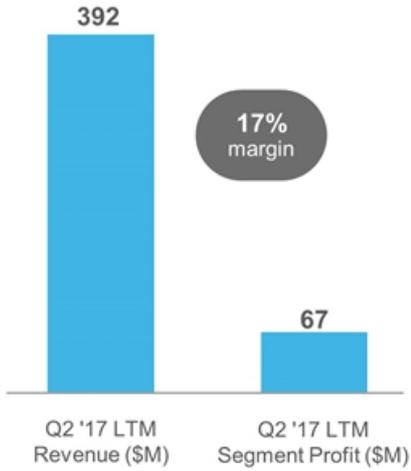


PROFITABILITY DRIVERS

MORE BANDWIDTH

CA-NA

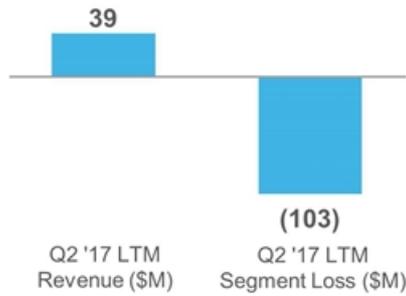
2,791 Aircraft Online
66% Market Share



MORE AIRCRAFT

CA-ROW

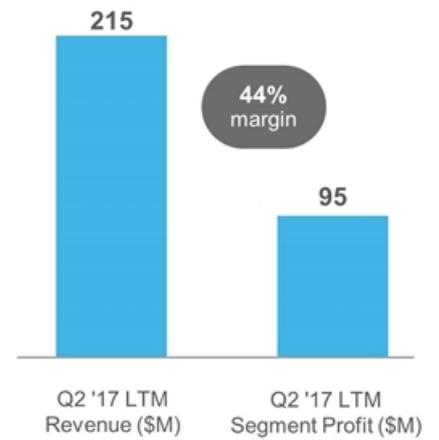
318 Aircraft Online
13% Market Share
~620 Awarded but not yet installed aircraft



MORE AIRCRAFT

BA

4,453 ATG Aircraft Online
92% Market Share



Note: Note market share is based on installed aircraft from public sources, trade publications, management estimates and other public sources as of 6/30/2017
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1

Expand technology leadership

- Extend global 2Ku roadmap
- Deploy next gen ATG solution
- Invest in our industry-leading IFC and IFE platforms

2

Scale globally

- Install 2Ku aircraft awards efficiently and aggressively
- Achieve 2Ku OEM offerability starting in 2017
- Increase penetration of ATG and 2Ku in BA market

3

Achieve profitability

- Scale CA-ROW segment to profitability
- Further reduce 2Ku installation costs
- Double ARPA by 2021 from Q3 2016 level
- Achieve free cash flow in 2019⁽¹⁾

(1) Free cash flow is defined as cash flow from operating activities less consolidated capital expenditures.
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MORE AIRCRAFT

- Significant backlog
- Growing market
- Leading market share

DECLINING INVESTMENT PER AIRCRAFT

- Decreasing installation time
- Lower airborne equipment costs
- Higher airborne equipment proceeds
- Leverage STC portfolio

ARPA GROWTH

- Increase network capacity
- Expand payers and services
- Increase passenger adoption
- Enable connected aircraft services

MARGIN IMPROVEMENT

- Drive bandwidth costs down
- Leverage investments in global network & operations

Grow Stakeholder Value

Transaction Overview

Who We Are

Strong Execution And Path To Profitability



Why Invest In Gogo



CAPITALIZATION (\$M)

Cash, Cash Equivalents, and Short Term Investments ¹	380
<i>Senior Secured Notes¹</i>	590
<i>Convertible Notes¹</i>	362
Total Debt	952
Net Debt	572
Market Value²	1.2B

VALUABLE ASSETS

-  **7,500+ Broadband Aircraft Online¹**
-  **Profitable North American Business**
-  **Intellectual Property Portfolio (Superior Network Capabilities)**
-  **Embedded Aviation Industry Relationships**
-  **1,200+ Highly Specialized, Talented Workforce**
-  **Valuable 850MHz Spectrum**

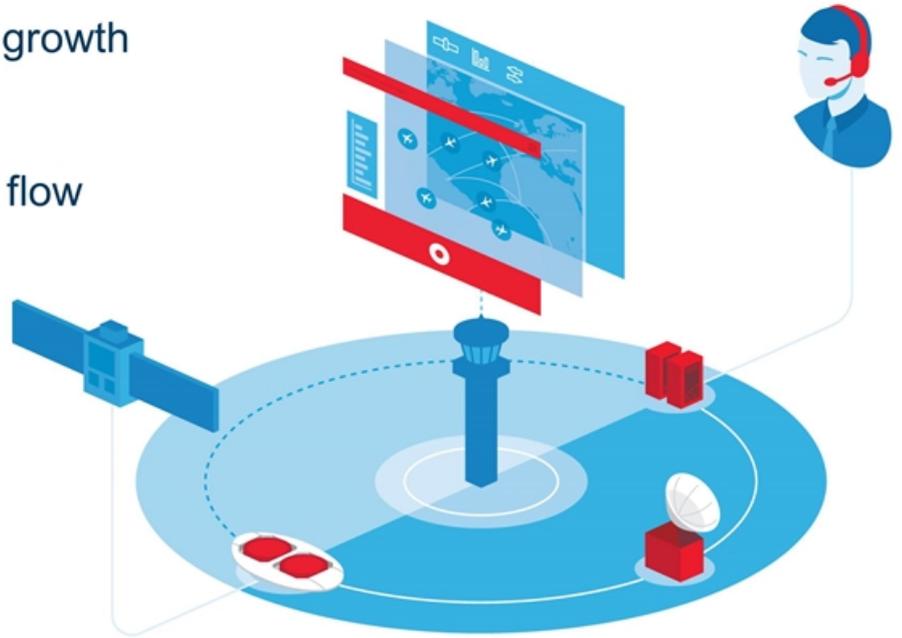
Note: Minor differences exist due to rounding

1) As of 6/30/2017

2) Based on stock price of \$14.20 per share on 9/18/2017

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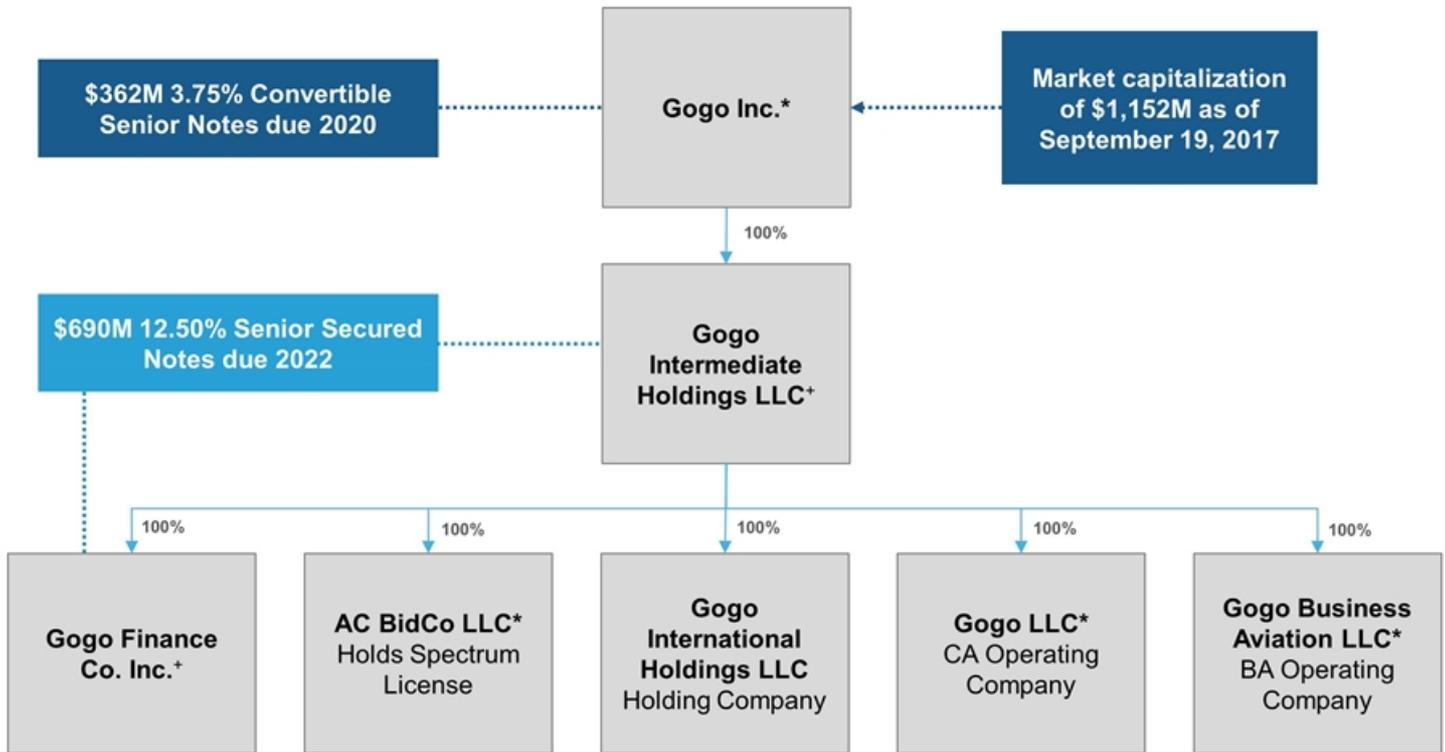
- Leading position, experience & scale
- Large opportunities for growth
- Technology leadership
- Clear path to free cash flow



Appendix



Pro forma corporate structure



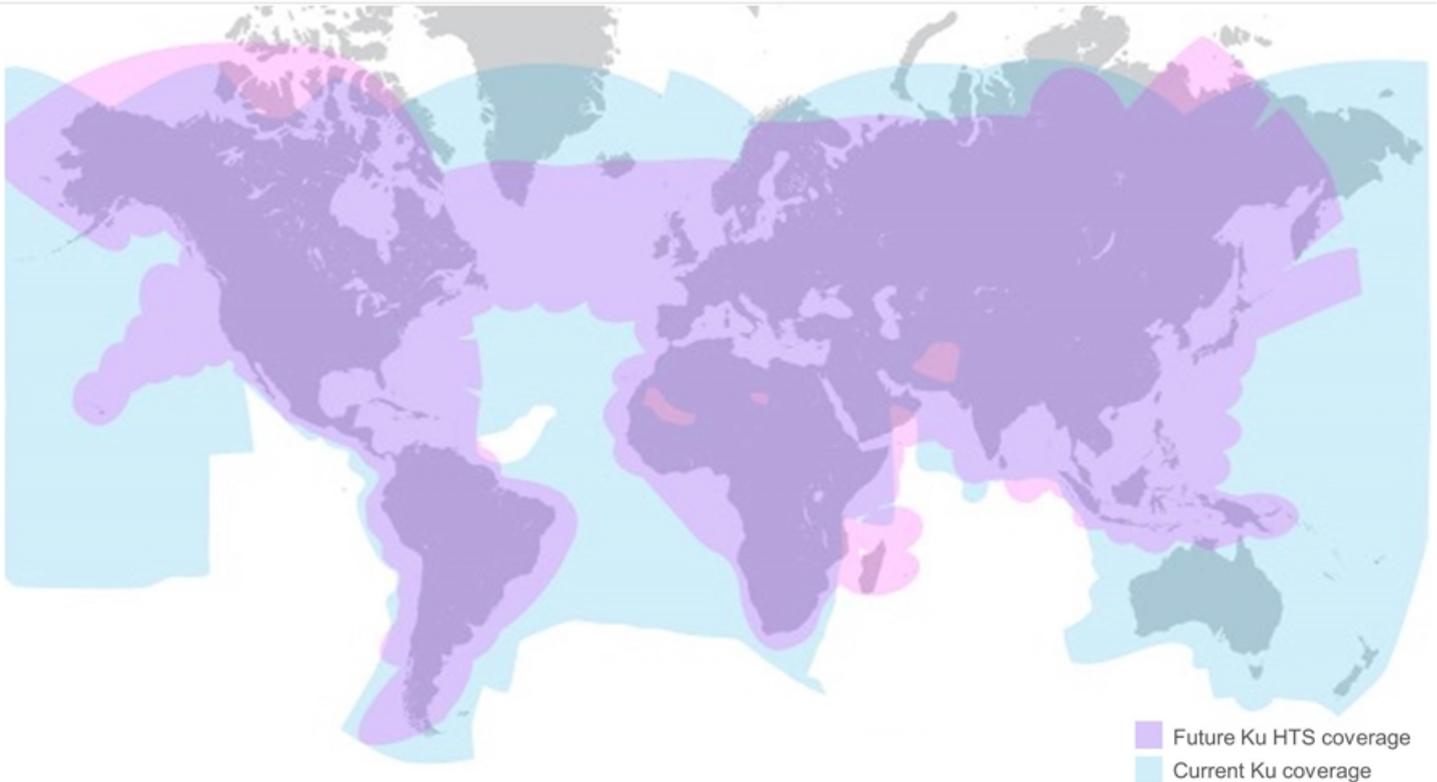
* Guarantors of Senior Secured Notes
+Co-issuer of Senior Secured Notes

Adjusted EBITDA reconciliation (\$M)



	2011	2012	2013	2014	2015	2016	2016 Q2	2016 Q3	2016 Q4	2017 Q1	2017 Q2
Net Income	(18)	(96)	(146)	(85)	(108)	(125)	(40)	(33)	(27)	(41)	(44)
Interest Income	(0)	(0)	(0)	(0)	(0)	(2)	(0)	(1)	(1)	(1)	(1)
Interest Expense	1	9	29	33	59	84	18	25	25	27	27
Income Tax Provision	1	1	1	1	1	1					
Depreciation & Amortization	33	37	56	64	87	106	25	27	30	30	31
EBITDA	16	(49)	(60)	14	39	64	2	18	27	16	13
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	18	4	5	5	4	5
Amortization of Deferred Airborne Lease Incentives	(1)	(4)	(8)	(13)	(20)	(30)	(7)	(8)	(9)	(9)	(9)
Loss on Extinguishment of Debt	–	–	–	–	–	15	15	–	–	–	–
Adjustment of deferred financing costs	–	5	–	–	2	(1)	–	–	–	–	–
Adjusted EBITDA	(1)	9	8	11	37	67	14	15	23	11	10

Note: Minor differences exist due to rounding
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- **Access to most global satellite capacity including HTS**
- **Ability to integrate next generation satellite constellations seamlessly**
- **Providing capacity when and where airline partners need it**