

---

---

**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 18, 2019 (April 17, 2019)**

---

**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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On April 17, 2019, Gogo Inc. (the “Company”) entered into a purchase agreement (the “Purchase Agreement”) among 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. (“Finance Co.”), as the issuers, Gogo LLC, Gogo Business Aviation LLC and AC BidCo LLC, as subsidiary guarantors, and Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC, as representatives of the initial purchasers named in Schedule I of the Purchase Agreement, to issue and sell \$905 million aggregate principal amount of its 9.875% senior secured notes due 2024 (the “Notes”) in a private offering exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”).

The Purchase Agreement includes customary representations, warranties and covenants by the Issuers and the guarantors and customary closing conditions. Under the terms of the Purchase Agreement, the Issuers and guarantors have agreed to indemnify the Initial Purchasers and their controlling persons against certain liabilities.

**Item 8.01 OTHER EVENTS**

On April 17, 2019, Gogo Inc. issued a press release announcing the pricing by Intermediate Holdings and Finance Co. of \$905 million aggregate principal amount of 9.875% senior secured notes due 2024. The Notes are being offered and sold in transactions exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”).

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated April 17, 2019</a>

**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 18, 2019

**Investor Relations Contact:**

William Davis  
312-517-5725  
ir@gogoair.com

**Media Relations Contact:**

Meredith Payette  
312-517-6216  
pr@gogoair.com

**Gogo Inc. Announces Pricing of \$905 Million Senior Secured Notes Offering**

**Chicago, IL, April 17, 2019** – Gogo Inc. (NASDAQ: GOGO) announced the pricing of the previously announced private offering of \$905 million aggregate principal amount of 9.875% 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 offering is expected to close on April 25, 2019, subject to certain closing conditions. The Notes will be guaranteed on a senior secured basis by Gogo Inc. and (subject to certain exceptions) all of Holdings LLC’s existing and future 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 (subject to certain exceptions) all of Holdings LLC’s existing and future restricted subsidiaries guaranteeing the Notes, except for certain excluded assets and subject to permitted liens.

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 2020, 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.