
**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): June 4, 2015

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.)

1250 North Arlington Heights Rd.
Itasca, IL
(Address of principal executive offices)

60143
(Zip Code)

Registrant's telephone number, including area code:
630-647-1400

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))
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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, including on June 4, 2015, when Norman Smagley, Gogo's Executive Vice President and Chief Financial Officer, will be participating in the Morgan Stanley Leveraged Finance Conference at 2:45 p.m. Central Daylight 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: June 4, 2015



Leveraged Finance Conference Presentation

June 4, 2015



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 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 negative 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, 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, or implied by, the forward-looking statements included in this presentation, investors should refer to the disclosure contained under the heading "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the Company's Annual Report on Form 10-K filed with the SEC on February 27, 2015.

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 number of aircraft on unit on line, that are based on internal company data, as well as information relating to the commercial and business aviation markets 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.



LARGE GROWTH OPPORTUNITY

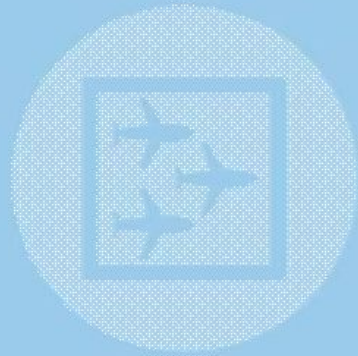
LEADING POSITION

EXPERIENCE & SCALE

HIGH BARRIERS TO ENTRY

ATTRACTIVE ECONOMICS

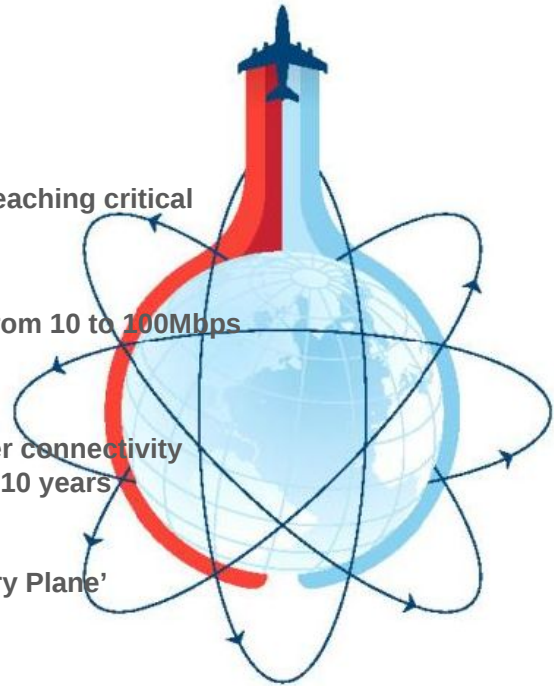




MARKET & COMPANY OVERVIEW



- 1** Connected aircraft transform global aviation - the last frontier of internet connectivity
- 2** Cost, coverage, capacity and reliability are just now reaching critical inflection points
- 3** Next gen technologies expected to increase speeds from 10 to 100Mbps within 5 years with a comparable reduction in costs
- 4** More bandwidth drives demand from business traveler connectivity today to every person and most 'things' on aircraft in 10 years
- 5** Airlines will demand 'Always Available Everywhere for Every Plane'



A LARGE AND GROWING GLOBAL CONNECTED AVIATION MARKET

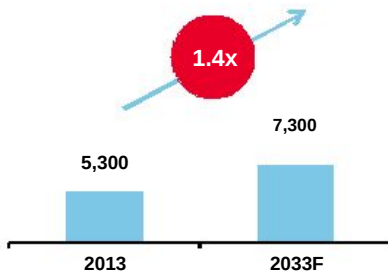


ADDRESSABLE CONNECTED AIRCRAFT

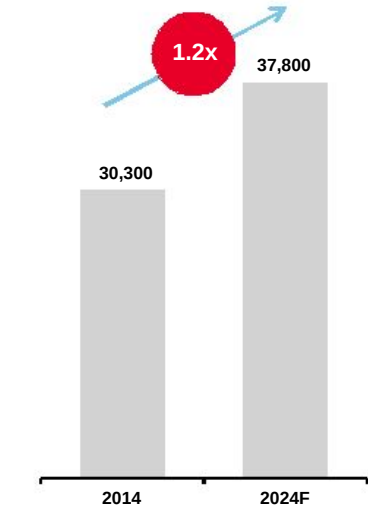
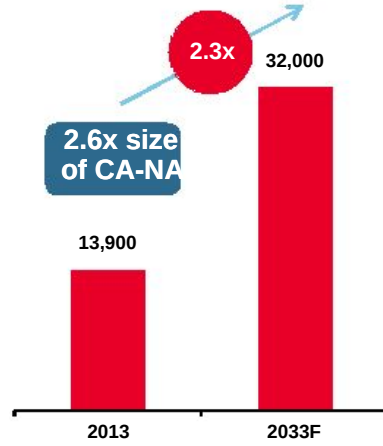
Commercial Aviation ("CA")

Business Aviation ("BA")

CA - North America
("CA-NA")



CA - Rest of World
("CA-ROW")



The connected aircraft industry is worth up to \$30 billion

(1) Source: Boeing Current Market Outlook 2014 – 2033, excludes: cargo aircraft.

(2) Source: JetNet IQ Report Q4 2014; General Aviation Manufacturers Association 2014 Statistical Databook, excludes Rest of World turbo props.

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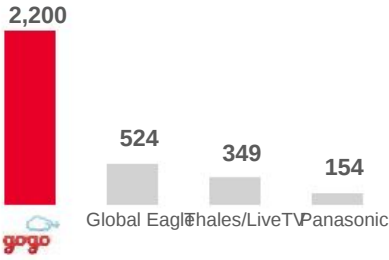
GOGO'S IMPRESSIVE SCALE AND REACH



Largest Market Share in CA-NA⁽²⁾



68% of connected aircraft

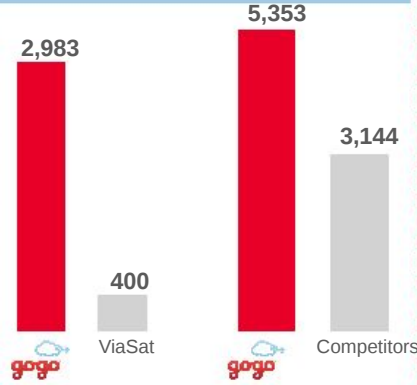


Largest Market Share in BR⁽²⁾

Broadband

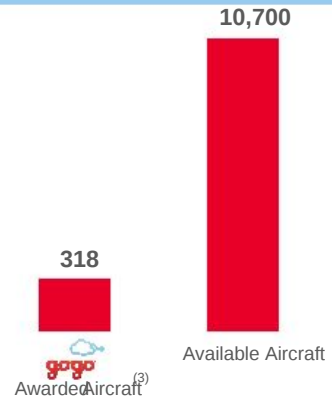
Narrowband

- 88% of broadband aircraft
- 63% of Iridium satellite aircraft



Untapped CA-ROW market⁽²⁾

- 2Ku – Leading global satellite technology
- 300+ aircraft to be installed w/ 2Ku



#1 Global in-flight connectivity provider
Leader in North America and expanding internationally

Note: Data based on management estimates, trade publications and other public sources as of 3/31/2015
 (1) Gogo satellite business aircraft includes 5,402 aircraft online comprised of 5,353 Iridium equipped aircraft and 49 SwiftBroadband equipped aircraft as of 3/31/15
 (2) Based on management estimates as of 3/31/2015
 (3) Includes Gogo awarded aircraft as of 5/7/2015
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LONG-TERM PARTNERSHIPS WITH OUR MAJOR AVIATION PARTNERS

Commercial Aviation

North America



International



Business Aviation

Original Equipment Manufacturers



Fractional Jet Operators



WHY WE WIN

- 1 Specialize in aviation and telecom
- 2 Superior technology & economics
- 3 Excellent reliability
- 4 End-to-end service provider

WE SPECIALIZE IN AIRCRAFT AND HAVE A TRACK RECORD OF INNOVATION



- 
- 1 ATG / ATG-4**
 - 1st generation of technology
 - North America coverage
 - 2 2Ku**
 - 2nd generation of technology
 - Global coverage
 - 3 Intellectual Property**
 - 100+ patents globally
 - 4 Other Aviation Innovations**
 - Leader in wireless in-flight entertainment, 1,000+ aircraft installed
 - Other industry leading ACE product innovations: Crew Connect, Text & Talk, Universal Cabin System, and others

EXPERTISE IN INTERNET, AVIATION AND TELECOM

LARGEST TECHNOLOGY PORTFOLIO



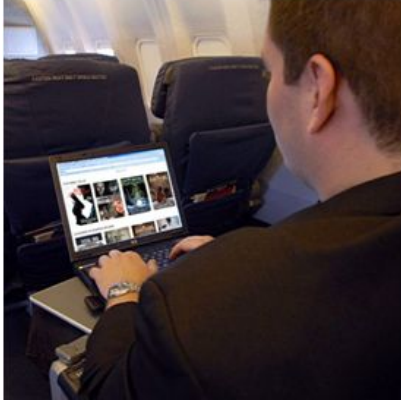
- **Broadest suite of technologies and full fleet connectivity solutions**
- **Proprietary 2Ku technology: higher peak speed (70-100 Mbps) than competitors at half the bandwidth**
- **ATG / ATG-4: fastest deployment time (overnight) and lightest equipment**

Technology	Region	Peak Speed	Key Attributes	gogo	Panasonic	Global Eagle Row 44	onair	ViaSat	THALES LIVE
Iridium	Global	2.4 Kbps	- Low data speeds	✓					
Swift Broadband	Global	432 Kbps	- Low data speeds	✓	✓		✓		
ATG / ATG-4	Regional	3.1 / 9.8 Mbps	- Overnight install - Suits all aircraft types - Lower latency vs. satellite	✓					
2Ku	Global	70-100 Mbps	- 2x spectrally efficient vs. Ku / Ka band - Lower profile radome - More robust and reliable	Expected 2015 Launch					
Ku Band	Global	50 Mbps	- Global coverage - Multiple suppliers	✓	✓	✓			
KaBand	Global	50 Mbps	- Spot beam technology - Next Generation	Expected 2015 Launch			Expected 2015 Launch	✓ (Regional)	Expected 2015 Launch

EXCELLENT RELIABILITY



**75+ million
sessions**



**7,800+ flights
per day**



**98% +
ATG End-to-End
System Availability**



THE MOST COMPLETE END-TO-END AVIATION SERVICE PROVIDER



Passenger Services

- Passenger connectivity
- Passenger entertainment
- Portal content

Equipment and Equipment Related Services

- Airborne equipment for ATG and satellite
- Certification, installation, maintenance, etc.

Airline / Owner / Operator Services

- Account support
- Network monitoring and management
- Passenger support services, portal design, developing and hosting

Operations-Oriented Communications Services

- Real-time credit card processing
- Real-time weather information
- Other applications to enhance airlines operational efficiency

Global Network Solutions

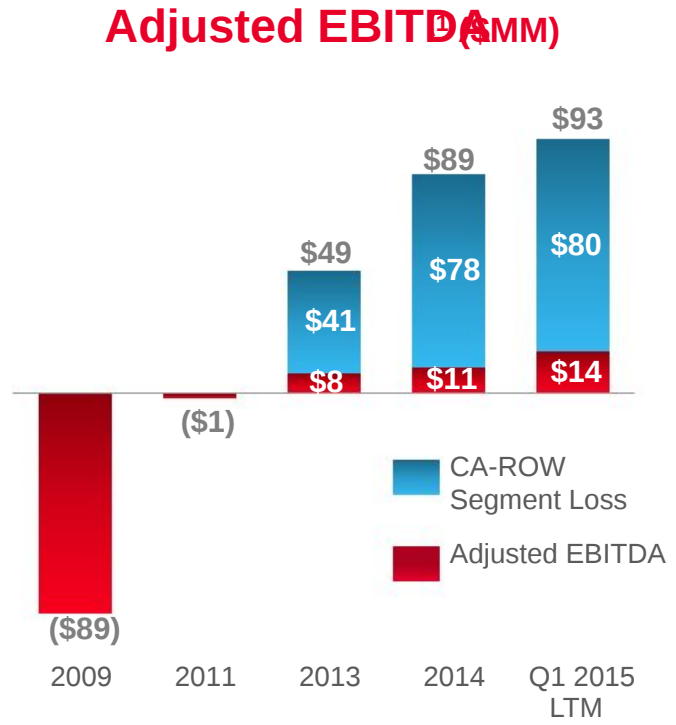
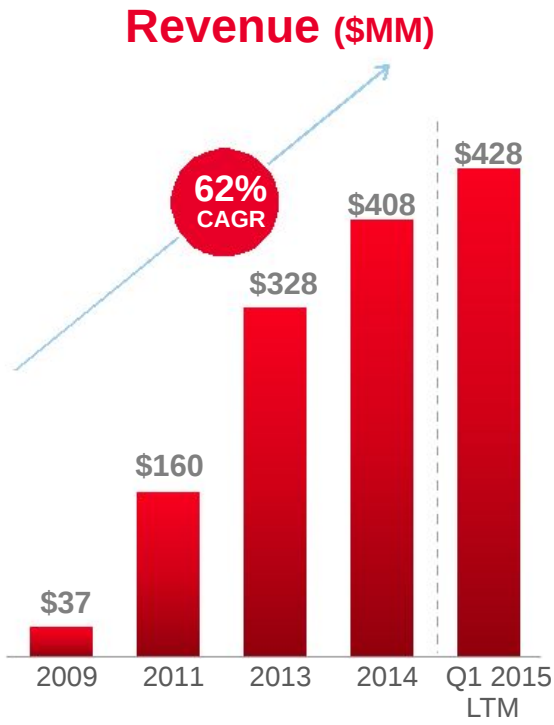
- ATG / ATG-4 for North America
- 2Ku / Ku / Ka for global satellite service



FINANCIALS AND CAPITAL STRUCTURE



GROWING REVENUE DRIVES PROFITABILITY

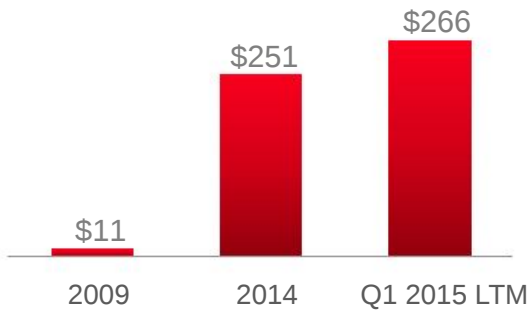


Note: Minor differences exist due to rounding
 (1) Please see reconciliation of Adjusted EBITDA in appendix
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CA -NA: REVENUE AND SEGMENT PROFIT GROWTH

Revenue (\$MM)

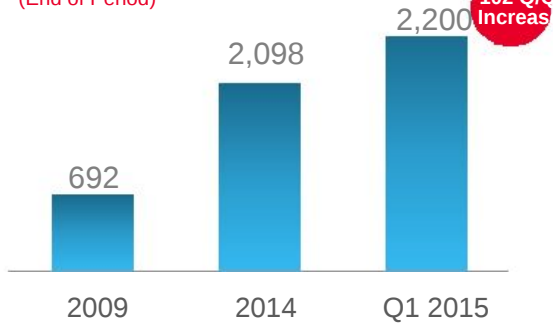


Annualized ARPA⁽¹⁾ (\$000s)

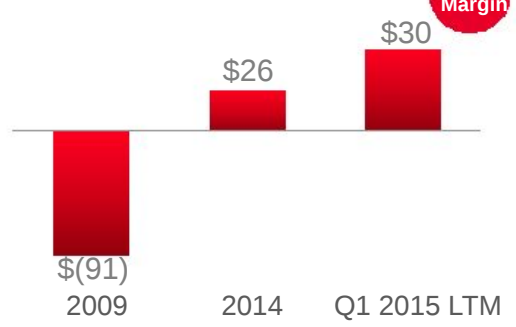


Aircraft Online

(End of Period)



Segment Profit (\$MM)

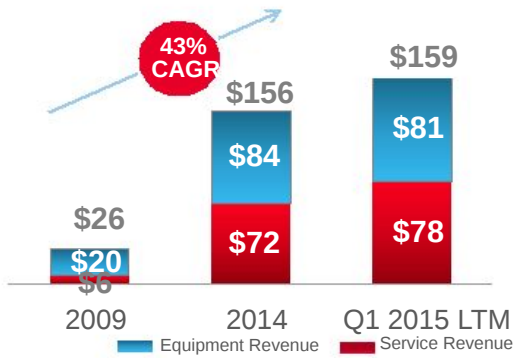


Note: Minor differences exist due to rounding
 (1) We define ARPA as the aggregate service revenue for the annual period divided by the number of aircraft online during that period
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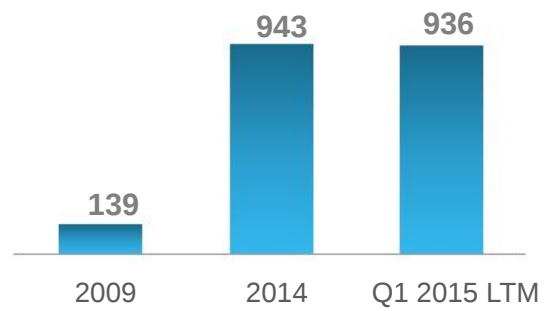
BA: HIGH-MARGIN SERVICE REVENUE DRIVES PROFITABILITY AND CASH FLOW



Revenue (\$MM)

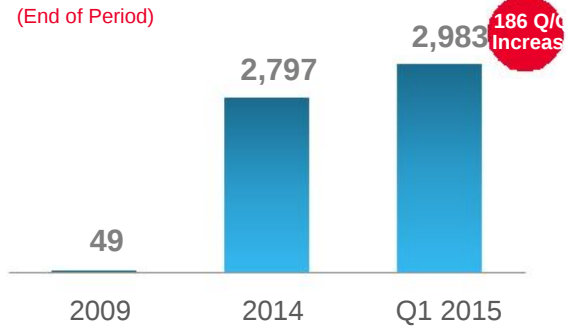


ATG Units Shipped

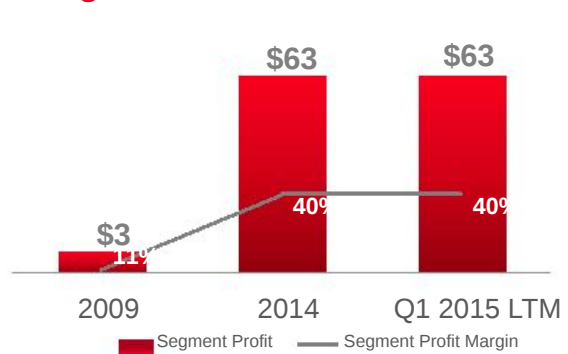


ATG Aircraft Online

(End of Period)



Segment Profit (\$MM)

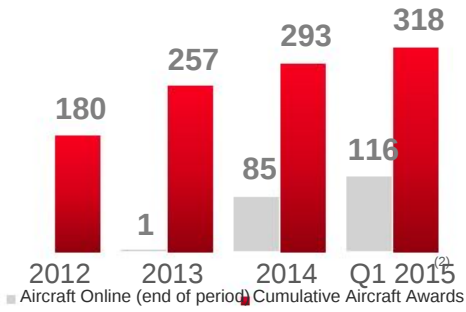


Note: Minor differences exist due to rounding.
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CA -ROW: FOCUS ON INTERNATIONAL EXPANSION

International Aircraft Wins (cumulative)⁽¹⁾



Executing Our International Expansion

- 116 aircraft online as of 3/31/2015
- Near global Ku-band satellite network
- 2Ku technology selected by 6 airlines for trial or adoption

CA-ROW Segment Loss (\$MM)

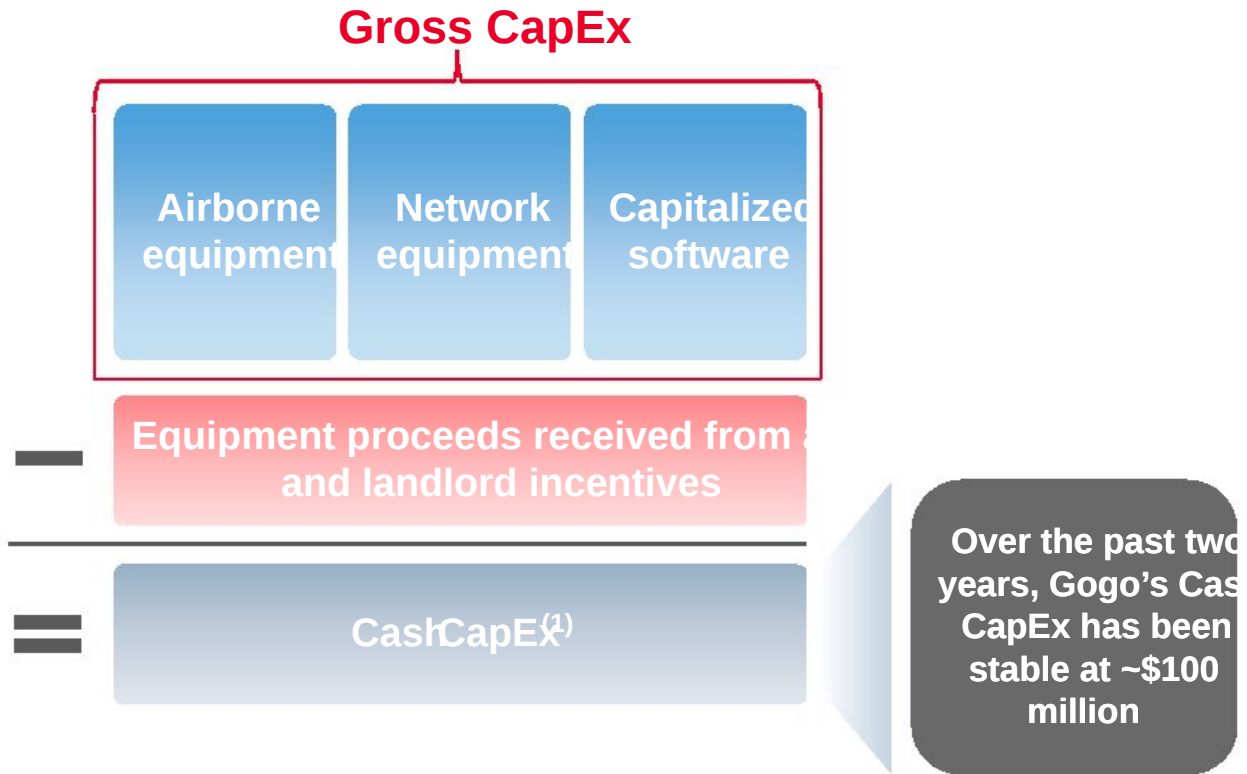


International Partners



(1) Figures reflect aircraft under non-binding agreements
 (2) Includes Gogo awarded aircraft as of 5/7/2015
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NORMALIZED CAPEX MODEL



(1) Please see reconciliation of Cash CapEx in the Appendix ©2015 Gogo Inc. and Affiliates. Proprietary & Confidential.

GOGO CAPITAL STRUCTURE



	Balance (\$MM)
	3/31/2015
Cash & Cash Equivalents	\$400
Senior Secured Credit Facility	\$307
Senior Unsecured Convertible Notes	\$362
Total Debt	\$669
Total Net Debt	\$269

Senior Secured Credit Facility (\$MM)

Tranche	Amount 3/31/2015	LIBOR Floor	Margin	Maturity	Next Call Date	Call Premium
Tranche B-1 Loan	\$232	1.5%	L+975	3/21/2018	12/21/2015	103
Tranche B-2 Loan	\$74	1.0%	L+650	3/21/2018	12/21/2015	103

Senior Unsecured Convertible Notes (\$MM)

	Amount 3/31/2015	Coupon	Maturity
Convertible Notes	\$362	3.75%	3/1/2020

Note: Senior Unsecured Convertible Notes and total debt represent the principal amounts outstanding, which includes amounts treated as equity for accounting purposes.

Gogo is a leading *aero communications service provider* for the *global aviation* industry

Focused Strategy

Gain global share

Increase bandwidth to aircraft

Grow ARPA

Deliver consistent execution

Attractive Credit

Large growth opportunity

Leading position, high barriers to e

Experience & Scale

Attractive Economics





Q&A





APPENDIX



ADJUSTED EBITDA RECONCILIATION (\$MM)



	2009	2010	2011	2012	2013	2014 Q1	2014 Q2	2014 Q3	2014 Q4	2015 Q1
Net Income	(142)	(140)	(18)	(96)	(146)	(17)	(19)	(25)	(24)	(20)
Interest Income	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Interest Expense	30	–	1	9	29	7	7	9	9	10
Income Tax Provision	–	3	1	1	1	–	–	–	–	–
Depreciation & Amortization	22	31	33	37	56	16	15	17	17	19
EBITDA	(91)	(106)	16	(49)	(60)	6	4	2	2	9
Fair Value Derivative Adjustments	–	33	(59)	(10)	36	–	–	–	–	–
Class A and Class B Senior Convertible Preferred Stock Return	–	18	31	52	29	–	–	–	–	–
Accretion of Preferred Stock	–	9	10	10	5	–	–	–	–	–
Stock-based Compensation Expense	1	2	2	4	6	2	2	3	3	3
Loss on Extinguishment of Debt	2	–	–	–	–	–	–	–	–	–
Write Off of Deferred Equity Financing Costs	–	–	–	5	–	–	–	–	–	–
Amortization of Deferred Airborne Lease Incentives	–	(1)	(1)	(4)	(8)	(3)	(3)	(4)	(4)	(4)
Adjusted EBITDA	(89)	(45)	(1)	9	8	5	3	1	1	8

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CASH CAPEX RECONCILIATION (\$MM)



	2009	2010	2011	2012	2013	2014 Q1	2014 Q2	2014 Q3	2014 Q4	2015 Q1
Purchases of Property and Equipment	(69)	(33)	(33)	(67)	(105)	(32)	(28)	(35)	(37)	(53)
Acquisition of Intangible Assets (Capitalized Software)	(8)	(7)	(10)	(12)	(16)	(4)	(5)	(5)	(3)	(4)
Consolidated Capital Expenditures	(77)	(40)	(43)	(79)	(121)	(36)	(33)	(41)	(40)	(57)
Change in Deferred Airborne Lease Incentives	–	9	11	18	9	5	3	5	17	9
Amortization of Deferred Airborne Lease Incentives	–	1	1	4	8	3	3	3	4	4
Landlord Incentives	–	–	–	–	–	–	–	2	7	12
Cash CapEx	(77)	(30)	(31)	(58)	(104)	(29)	(27)	(30)	(12)	(32)

Note: Minor differences exist due to rounding
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