
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

GOGO INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-1650905
(I.R.S. Employer
Identification Number)

111 N. Canal Street, Suite 1500
Chicago, IL
(Address of Registrant's Principal Executive Office)

60606
(Zip Code)

Gogo Inc. 2016 Omnibus Incentive Plan
(Full title of the plans)

Marguerite M. Elias
Executive Vice President, General Counsel and Secretary
111 N. Canal Street, Suite 1500
Chicago, IL 60606
(Name, address of agent for service)

(312) 517-5000
(Telephone number, including area code, of agent for service)

With copy to:

Matthew E. Kaplan, Esq.
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
(212) 909-6000

Calculation of Registration Fee

Name of Plan	Title of Securities to be registered(1)	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Gogo Inc. 2016 Omnibus Incentive Plan	Common Stock \$0.0001 par value per share	8,050,000(2)	\$8.97(3)	\$72,208,500.00	\$7,271.40

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Gogo Inc. 2016 Omnibus Incentive Plan ("2016 Plan"), by reason of any stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock or a termination, forfeiture, repurchase, expiration or lapse of an award covered by shares granted under the Gogo Inc. 2013 Omnibus Plan (which were registered on the Registrant's Registration Statement on Form S-8 (File No. 333-189594) filed on June 26, 2013).
- (2) Represents 8,050,000 shares of common stock reserved for issuance pursuant to future awards under the 2016 Plan.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$8.97 per share, which was the average of the high and low prices of Gogo Inc. shares of common stock on June 10, 2016 as reported on the Nasdaq Global Select Market.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

This Registration Statement on Form S-8 (the "Registration Statement") is being filed by Gogo Inc. (the "Company" or "Registrant") with respect to its Gogo Inc. 2016 Omnibus Incentive Plan (the "2016 Plan"), referred to on the cover of this Registration Statement. Information required by Part I to be contained in the Section 10(a) prospectus for the 2016 Plan is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. *Incorporation of Documents by Reference*

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") (excluding any portions of such documents that have been "furnished" but not "filed" for purposes of the Exchange Act):

- the Registrant's Annual Report on Form 10-K for fiscal year ended December 31, 2015 filed with the Commission on February 25, 2016 (File No. 001-35975);
- the Registrant's Current Reports on Form 8-K filed with the Commission on February 4, 2016, February 16, 2016, February 17, 2016, February 22, 2016, February 24, 2016, February 25, 2016, February 29, 2016, March 10, 2016, March 11, 2016 (Form 8-K/A), May 6, 2016, May 16, 2016, May 18, 2016, May 23, 2016, May 24, 2016, May 26, 2016, June 3, 2016, June 9, 2016, June 14, 2016 and June 16, 2016 (File No. 001-35975);
- the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016 filed with Commission on May 6, 2016 (File No. 001-35975);
- the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 25, 2016 (File No. 001-35975); and
- the description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (File No. 001-35975) filed with the Commission on June 20, 2013.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the filing of this registration statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold and that deregisters all securities that remain unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that is deemed to be incorporated by reference in this Registration Statement modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. *Description of Securities*

Not applicable.

Item 5. *Interests of Named Experts and Counsel*

Not Applicable.

Item 6. *Indemnification of Directors and Officers*

Delaware General Corporation Law. Under Section 145 of the Delaware General Corporation Law ("DGCL"), a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened,

pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding (i) if such person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the corporation and (ii) with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. In actions brought by or in the right of the corporation, a corporation may indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the Court of Chancery or other such court shall deem proper. In accordance with Section 145(c) of the DGCL, to the extent that such person has been successful on the merits or otherwise in defending any such action, suit or proceeding referred to above or any claim, issue or matter therein, he or she is entitled to indemnification for expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith. The indemnification and advancement of expenses provided for or granted pursuant to Section 145 of the DGCL is not exclusive of any other rights of indemnification or advancement of expenses to which those seeking indemnification or advancement of expenses may be entitled, and a corporation may purchase and maintain insurance against liabilities asserted against any former or current, director, officer, employee or agent of the corporation, or a person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether or not the power to indemnify is provided by the statute.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for any breach of the director's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, or for any transaction from which the director derived an improper personal benefit. Our amended and restated certificate of incorporation provides for such limitation of liability.

Certificate of Incorporation. Our amended and restated certificate of incorporation contains provisions permitted under DGCL relating to the liability of directors. These provisions eliminate a director's personal liability to the fullest extent permitted by the DGCL for monetary damages resulting from a breach of fiduciary duty, except in circumstances involving any breach of the director's duty of loyalty, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, under Section 174 of the DGCL (unlawful dividends), or any transaction from which the director derives an improper personal benefit. The principal effect of the limitation on liability provision is that a stockholder will be unable to prosecute an action for monetary damages against a director unless the stockholder can demonstrate a basis for liability for which indemnification is not available under the DGCL. These provisions, however, should not limit or eliminate our rights or any stockholder's rights to seek non-monetary relief, such as an injunction or rescission, in the event of a breach of a director's fiduciary duty. These provisions will not alter a director's liability under federal securities laws. The inclusion of this provision in our amended and restated certificate of incorporation may discourage or deter stockholders or management from bringing a lawsuit against directors for a breach of their fiduciary duties, even though such an action, if successful, might otherwise have benefited us and our stockholders.

Bylaws. Our amended and restated bylaws require us to indemnify and advance expenses to our directors and officers to the fullest extent permitted by the DGCL and other applicable law, except in certain cases of a proceeding instituted by the director or officer without the approval of our board. Our Bylaws provide that we are required to indemnify our directors and executive officers, to the fullest extent permitted by law,

for all judgments, fines, settlements, legal fees and other expenses incurred in connection with pending or threatened legal proceedings because of the director's or officer's positions with us or another entity that the director or officer serves at our request, subject to various conditions, and to advance funds to our directors and officers to enable them to defend against such proceedings.

Indemnification Agreements. We have also entered into an indemnification agreement with each of our directors and executive officers. The indemnification agreements provide our directors and executive officers with contractual rights to the indemnification and expense advancement rights provided under our amended and restated bylaws, as well as contractual rights to additional indemnification as provided in the indemnification agreement.

D&O Insurance. We maintain standard policies of insurance under which coverage is provided to our directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act, and to us with respect to payments which may be made by us to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

Please read "Item 9. Undertakings" for a description of the Commission's position regarding such indemnification provisions.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

See Exhibit Index immediately following the signature pages.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) of the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by itself is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on June 16, 2016.

GOGO INC.

By: /s/ Norman Smagley
Name: Norman Smagley
Title: Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on June 16, 2016 by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Michael J. Small</u> Michael J. Small	President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Norman Smagley</u> Norman Smagley	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Michael P. Bayer</u> Michael P. Bayer	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>*Ronald T. LeMay</u>	Chairman of the Board
<u>*Robert L. Crandall</u>	Director
<u>*Robert H. Mundheim</u>	Director
<u>*Christopher D. Payne</u>	Director
<u>*Oakleigh Thorne</u>	Director
<u>*Charles C. Townsend</u>	Director
<u>*Harris N. Williams</u>	Director
<u>*By: /s/ Marguerite M. Elias</u> Marguerite M. Elias, as Attorney in Fact*	

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
3.1	Third Amended and Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (No. 001-35975)
3.2	Amended and Restated Bylaws, incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q (No. 001-35975)
4.1	Form of Common Stock Certificate, incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (No. 333-178727)
4.2	Registration Rights Agreement, incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1 (No. 333-178727)
5.1	Opinion of Debevoise & Plimpton LLP
23.1	Consent of Debevoise & Plimpton LLP (included in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP, independent registered public accounting firm
24.1	Power of Attorney
99.1	Gogo Inc. 2016 Omnibus Incentive Plan, incorporated by reference to Annex B to the Registrant's Definitive Proxy Statement on Schedule 14A (No. 001-35975)

[Letterhead of Debevoise & Plimpton LLP]

June 16, 2016

Gogo Inc.
111 N. Canal Street, Suite 1500
Chicago, IL 60606
Attn: Marguerite M. Elias

Re: Gogo Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Gogo Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to up to 8,050,000 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), which may be issued pursuant to the Gogo Inc. 2016 Omnibus Incentive Plan (the "2016 Plan").

We have examined the originals, or copies certified or otherwise identified to our satisfaction, of the 2016 Plan and such other corporate records, documents, certificates or other instruments as in our judgment are necessary or appropriate to enable us to render the opinion set forth below. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the authenticity of the originals of such latter documentation.

Based on the foregoing, we are of the opinion that the 8,050,000 shares of Common Stock that are reserved for issuance pursuant to the 2016 Plan have been duly authorized and, when issued in accordance with the terms of the 2016 Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Company's Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

We are members of the bar of the State of New York. We express no opinion as to the laws of any jurisdiction other than the laws of the State of Delaware as currently in effect.

Very truly yours,

/s/ Debevoise & Plimpton LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 25, 2016, relating to the consolidated financial statements of Gogo Inc. and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Gogo Inc. and subsidiaries for the year ended December 31, 2015.

/s/ Deloitte & Touche LLP

Chicago, Illinois
June 16, 2016

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Norman Smagley and Marguerite M. Elias, his or her true and lawful attorney or attorneys-in-fact and agents, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in any and all capacities, the Registration Statement on Form S-8 to be filed with respect to the registration of up to 8,050,000 shares of Common Stock, par value \$0.0001 per share, of Gogo Inc., issuable under the Gogo Inc. 2016 Omnibus Incentive Plan and any or all amendments (including pre-effective and post-effective amendments) to the Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority, to do and perform in the name and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying, approving and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael J. Small</u> Michael J. Small	President and Chief Executive Officer and Director (Principal Executive Officer)	June 7, 2016
<u>/s/ Norman Smagley</u> Norman Smagley	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 9, 2016
<u>/s/ Michael P. Bayer</u> Michael P. Bayer	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	June 13, 2016
<u>/s/ Ronald T. LeMay</u> Ronald T. LeMay	Chairman of the Board	June 7, 2016
<u>/s/ Robert L. Crandall</u> Robert L. Crandall	Director	June 7, 2016
<u>/s/ Robert H. Mundheim</u> Robert H. Mundheim	Director	June 9, 2016
<u>/s/ Christopher D. Payne</u> Christopher D. Payne	Director	June 7, 2016
<u>/s/ Oakleigh Thorne</u> Oakleigh Thorne	Director	June 7, 2016
<u>/s/ Charles C. Townsend</u> Charles C. Townsend	Director	June 13, 2016
<u>/s/ Harris N. Williams</u> Harris N. Williams	Director	June 8, 2016