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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## SCHEDULE TO (Amendment No. 2)

### TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

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## GOGO INC.

(Name of Subject Company (Issuer) and Filing Person (as Offeror))

**3.75% Convertible Senior Notes due 2020**  
(Title of Class of Securities)

**38046CAB5**  
(CUSIP Number of Class of Securities)

**Marguerite M. Elias**  
**Executive Vice President & General Counsel**  
**Gogo Inc.**

**111 North Canal St., Suite 1500**  
**Chicago, IL 60606**  
**(312) 517-5000**

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

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*Copies to:*

**Matthew E. Kaplan**  
**Morgan J. Hayes**  
**Debevoise & Plimpton LLP**  
**919 Third Avenue**  
**New York, New York 10022**  
**(212) 909-6000**

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#### CALCULATION OF FILING FEE

Transaction Value(1)	Amount of Filing Fee(2)
\$162,000,000	\$19,634.40

- (1) Calculated solely for purposes of determining the amount of the filing fee. The calculation of the Transaction Value assumes that all \$162,000,000 aggregate principal amount of Gogo Inc.'s 3.75% Convertible Notes due 2020 are purchased at the tender offer price of \$1,000 per \$1,000 principal amount of such notes.
- (2) The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$121.20 for each \$1,000,000 of the value of the transaction.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$19,634.40  
Form or Registration No.: Schedule TO-I

Filing Party: Gogo Inc.  
Date Filed: April 18, 2019

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)  
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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## Introductory Statement

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 18, 2019, as amended and supplemented by Amendment No. 1 to the Schedule TO filed on April 25, 2019 (as amended and supplemented, the “Schedule TO”) by Gogo Inc., a Delaware corporation (“Gogo” or the “Company”), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), in connection with the Company’s offer to purchase (the “Tender Offer”) any and all of its outstanding 3.75% Convertible Senior Notes due 2020 (the “Notes”), for cash in an amount equal to \$1,000 per \$1,000 principal amount of notes purchased, plus accrued and unpaid interest, upon the terms and subject to the conditions described in the offer to purchase, dated April 18, 2019 (a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO), as amended and restated by the Amended Offer to Purchase dated April 25, 2019 (a copy of which was filed as Exhibit (a)(1)(C), the “Offer to Purchase”) and the related letter of transmittal (a copy of which was previously filed as Exhibit (a)(1)(B) to the Schedule TO) as amended and restated by the Amended Letter of Transmittal (a copy of which was filed as Exhibit (a)(1)(D), the “Letter of Transmittal”).

This Amendment No. 2 is being filed solely to report the final results of the Tender Offer. Only those items amended are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 2 together with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

### **ITEM 11. Additional Information.**

Item 11 is hereby amended and supplemented as follows:

On May 16, 2019, the Company issued a press release announcing the final results of the Tender Offer, which expired at 11:59 P.M., New York City time, on Wednesday, May 15, 2019. A copy of such press release is filed as Exhibit (a)(5)(iii) to this Schedule TO and is incorporated herein by reference.

### **Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following Exhibits:

(a)(5)(iii) Press Release announcing the final results of the Tender Offer, dated May 16, 2019

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 16, 2019

**GOGO INC.**

By: /s/ Marguerite M. Elias

Name: Marguerite M. Elias

Title: Executive Vice President & General Counsel

## EXHIBIT INDEX

- (a)(1)(A) Offer to Purchase, dated April 18, 2019.\*
- (a)(1)(B) Letter of Transmittal.\*
- (a)(1)(C) Amended Offer to Purchase, dated April 25, 2019.\*
- (a)(1)(D) Amended Letter of Transmittal.\*
- (a)(5)(i) Press Release announcing the commencement of the Tender Offer, dated April 18, 2019.\*
- (a)(5)(ii) Press Release announcing the satisfaction of the Financing Condition, dated April 25, 2019.\*
- (a)(5)(iii) Press Release announcing the final results of the Tender Offer, dated May 16, 2019.
- (b) None.
- (d)(1) Indenture, dated as of March 9, 2015, between the Company and U.S. Bank National Association, as Trustee, relating to the Company's 3.75% Convertible Senior Notes due 2020 (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on March 9, 2015, File No. 001-35975 and incorporated herein by reference).\*
- (d)(2) Purchase Agreement, dated as of March 3, 2015, by and between the Company and J.P Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on March 9, 2015, File No. 001-35975 and incorporated herein by reference).\*
- (d)(3) Forward Stock Purchase Confirmation, dated as of March 3, 2015, by and between the Company and JPMorgan Chase Bank, National Association, London Branch (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed on March 9, 2015, File No. 001-35975 and incorporated herein by reference).\*
- (d)(4) Forward Stock Purchase Confirmation, dated as of March 3, 2015, by and between the Company and Merrill Lynch International, acting through its agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K, filed on March 9, 2015, File No. 001-35975 and incorporated herein by reference).\*
- (g) None.
- (h) None.

\* Previously filed.

**Investor Relations Contact:**

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**Gogo Inc. Announces Final Results of Tender Offer for Outstanding 3.75% Convertible Senior Notes Due 2020**

**Chicago, Ill., May 16, 2019 /PRNewswire** – Gogo Inc. (“Gogo” or the “Company”) (NASDAQ: GOGO) announced today the expiration and final results of the Company’s previously announced cash tender offer (the “Tender Offer”) for any and all of its outstanding 3.75% Convertible Senior Notes due 2020 (the “Notes”).

The Tender Offer expired at 11:59 P.M., New York City time, on Wednesday, May 15, 2019. As of the expiration of the Tender Offer, \$158,954,000 aggregate principal amount of the Notes, representing approximately 98.12% of the total Notes outstanding, were validly tendered (and not validly withdrawn) pursuant to the Tender Offer. The Company has accepted for purchase all Notes that were validly tendered (and not validly withdrawn) pursuant to the Tender Offer at the expiration of the Tender Offer at a purchase price equal to \$1,000 per \$1,000 principal amount of Notes, plus accrued and unpaid interest. Payment for Notes that have been validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the Tender Offer will be made on the Settlement Date. The Company expects the Settlement Date to be tomorrow, May 17, 2019.

After settlement, approximately \$3,046,000 aggregate principal amount of the Notes will remain outstanding.

J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC acted as the Dealer Managers for the Tender Offer. D.F. King & Co., Inc. served as the Information Agent and Depositary for the Tender Offer.

This press release shall not constitute an offer to purchase, a solicitation of an offer to purchase or a solicitation of an offer to sell securities.

**Forward-Looking Statements**

This press release includes “forward-looking statements.” In some cases, you can identify forward-looking statements by terminology such as “anticipate,” “assume,” “believe,” “budget,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “will,” “future” or the negative of these terms or comparable terminology. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, the ability of the Company to satisfy the conditions to the settlement of the Tender Offer, general market and economic conditions, changes in law and government regulations and other matters affecting the Company’s business. 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. 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. 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 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 SEC, including its Annual Report on Form 10-K.