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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 24, 2016 (May 23, 2016)**

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**GOGO INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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 8.01 OTHER EVENTS**

On May 23, 2016, Gogo Inc. issued a press release announcing the pricing by 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., of \$525 million aggregate principal amount of 12.00% senior secured notes due 2022 (the “Notes”). 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	Press Release of Gogo Inc., dated May 23, 2016

**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: May 24, 2016

**EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K**

Dated May 24, 2016

99.1 Press Release of Gogo Inc., dated May 23, 2016

**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 Pricing of \$525 Million Senior Secured Notes Offering**

**Chicago, Ill., May 23, 2016** – Gogo Inc. (Nasdaq: GOGO) announced the pricing of \$525 million aggregate principal amount of 12% senior secured notes due 2022 (the “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 offering is expected to close on May 26, 2016, subject to certain closing conditions. The Notes will be guaranteed on a senior secured basis by Gogo Inc. and all of its existing and future domestic restricted subsidiaries, subject to certain exceptions (the “Guarantors”). The 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.

The Issuer intends to use a portion of the net proceeds from the sale of the Notes to repay its outstanding indebtedness under its existing senior term credit facility and to use the remaining net proceeds for working capital and other general corporate purposes, including potential costs associated with the launch and commercial rollout of Gogo’s next-generation technology solutions.

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.

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## **Forward-Looking Statements**

This press release includes forward-looking statements regarding Gogo's financing plans, including statements related to the Issuers' offering of the Notes and intended use of net proceeds of the offering. Such statements are subject to certain risks and uncertainties including, without limitation, risks related to whether the Issuers will consummate the offering of the 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 Notes, and the fact that Gogo's management will have broad discretion in the use of the proceeds from any sale of the Notes. 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, 2015 and other filings made by Gogo with the SEC.