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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 4, 2020 (April 29, 2020)**

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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 St., 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Trading Symbol	Name of Each Exchange on Which Registered
Common stock, par value \$0.0001 per share	GOGO	NASDAQ Global Select Market

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.

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**Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On April 29, 2020, Gogo Inc. (the “Company”) held its 2020 annual meeting of stockholders (the “Annual Meeting”). Stockholders representing 78,617,940 shares, or 88.89%, of the Company’s common stock outstanding as of the March 3, 2020 record date were present in person or were represented at the meeting by proxy. Each proposal subject to a vote at the Annual Meeting was described in detail in the Company’s 2020 Proxy Statement dated March 26, 2020. At the Annual Meeting, five items were acted upon by the stockholders. Final voting results are shown below.

**PROPOSAL 1**

**ELECTION OF DIRECTORS**

Stockholders elected each of the following Class I directors to serve a three-year term expiring at the Company’s 2023 annual meeting of stockholders or until their successors are duly elected and qualified.

<u>NOMINEE</u>	<u>FOR</u>	<u>WITHHOLD</u>	<u>BROKER NON-VOTE</u>
Hugh W. Jones	56,022,512	3,351,460	19,243,968
Oakleigh Thorne	56,775,478	2,598,494	19,243,968

**PROPOSAL 2**

**ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

Stockholders approved the advisory resolution approving executive compensation.

<b>VOTES FOR</b>	48,740,593
<b>VOTES AGAINST</b>	10,464,939
<b>ABSTENTIONS</b>	168,440
<b>BROKER NON-VOTES</b>	19,243,968

**PROPOSAL 3**

**APPROVAL OF AN AMENDMENT TO THE GOGO INC. EMPLOYEE STOCK PURCHASE PLAN**

Stockholders approved an amendment to the Gogo Inc. Employee Stock Purchase Plan.

<b>VOTES FOR</b>	58,642,955
<b>VOTES AGAINST</b>	630,361
<b>ABSTENTIONS</b>	100,656
<b>BROKER NON-VOTES</b>	19,243,968

**PROPOSAL 4**

**APPROVAL OF A STOCK OPTION EXCHANGE PROGRAM**

Stockholders approved a stock option exchange program.

<b>VOTES FOR</b>	48,691,471
<b>VOTES AGAINST</b>	10,560,212
<b>ABSTENTIONS</b>	122,289
<b>BROKER NON-VOTES</b>	19,243,968

**PROPOSAL 5**

**RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020.

<b>VOTES FOR</b>	77,650,589
<b>VOTES AGAINST</b>	798,052
<b>ABSTENTIONS</b>	169,299
<b>BROKER NON-VOTES</b>	0

**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/ Marguerite M. Elias

Marguerite M. Elias

Executive Vice President, General Counsel and  
Secretary

Date: May 4, 2020