
**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): August 14, 2013

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 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. 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: August 14, 2013

99.1 Investor Slides



Investor Presentation

August 2013

DISCLAIMER

Safe Harbor Statement

This presentation contains "forward-looking statements" that are based on management's 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 negatives 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 in, 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 in, or implied by, the forward-looking statements included in this presentation, investors should refer to the disclosure contained under the heading "Risk Factors" and "Special Note Regarding Forward-Looking Statements" in the Company's prospectus relating to its initial public offering of common stock as filed with the SEC on June 24 2013 and the Company's Quarterly Report on Form 10-Q as filed with the SEC on August 7, 2013.

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 are not intended to be, and should not be considered, in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. In addition, this presentation contains various customer metrics and operating data, including numbers of aircraft or units online, 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.



BUSINESS OVERVIEW

WHY INVEST IN GOGO

PIONEER AND LEADER

LARGE GROWTH OPPORTUNITY

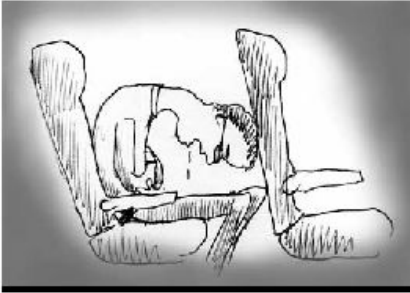
ATTRACTIVE ECONOMICS

EXPERIENCE & SCALE



GOGO TRANSFORMED THE FLYING EXPERIENCE FOREVER

BEFORE GOGO



2006-2008



2009-2013

40+ Million Sessions



GOGO LEADERSHIP SPANS ALL MARKET SEGMENTS

COMMERCIAL AVIATION NORTH AMERICA



- ~2,000 aircraft online
- > 7,000 daily flights
- ~81% market share

COMMERCIAL AVIATION REST OF WORLD



- 2 international carriers
- aircraft awards received
- Global sales organization established
- Satellite and terminals contracts secured

BUSINESS AVIATION GLOBAL



- ~ 6,800 systems operating
- 63% market share in Narrowband⁽¹⁾
- 93% market share in Broadband⁽²⁾

(1) Business Aviation Iridium market share, based on management estimates.
(2) Business Aviation ATG market share, based on management estimates.

OUR VERSATILE, PROPRIETARY PLATFORM

TRAVELERS



Gogo Connectivity
& Gogo Biz

Gogo Vision

TRAVELERS, AIRLINES & MEDIA PARTNERS



Gogo Signature
Services

AIRCRAFT OPERATORS



Operations-Oriented
Communication
Services



WE PRIDE OURSELVES ON ENDURING PARTNERSHIPS

NORTH AMERICA



“We have a lot of anecdotal evidence, including ourselves, of people switching airlines because of whether or not there’s Wi-Fi on the airplane.”

INTERNATIONAL



Doug Parker, Chairman and CEO, US Airways Group, Inc.

WE PRIDE OURSELVES ON ENDURING PARTNERSHIPS

ORIGINAL EQUIPMENT MANUFACTURERS



“We know people will pay more for Wi-Fi equipped airplanes.”

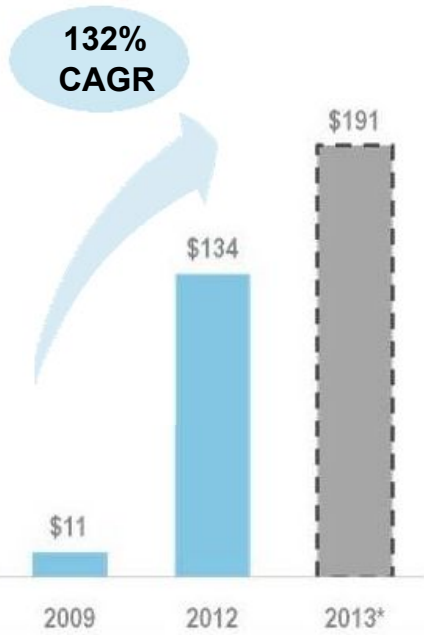
Alex Wilcox, CEO, JetSuite

FRACTIONAL JET OPERATORS

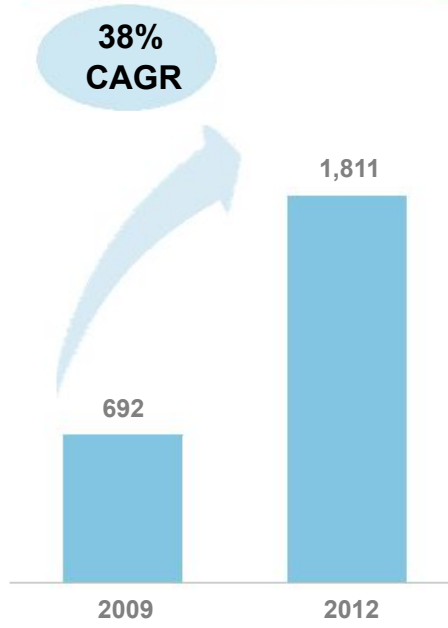


MORE PLANES, MORE SESSIONS, MORE CA REVENUE

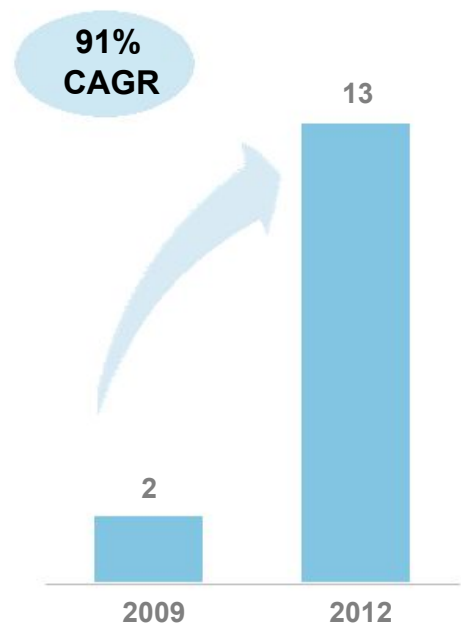
REVENUE (\$MM)



AIRCRAFT ONLINE



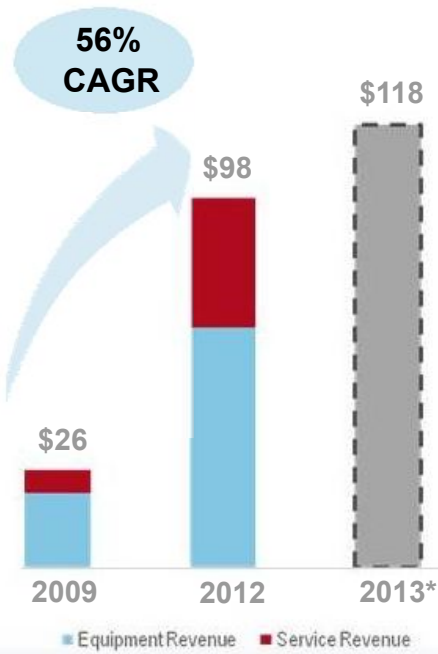
SESSIONS (MM)



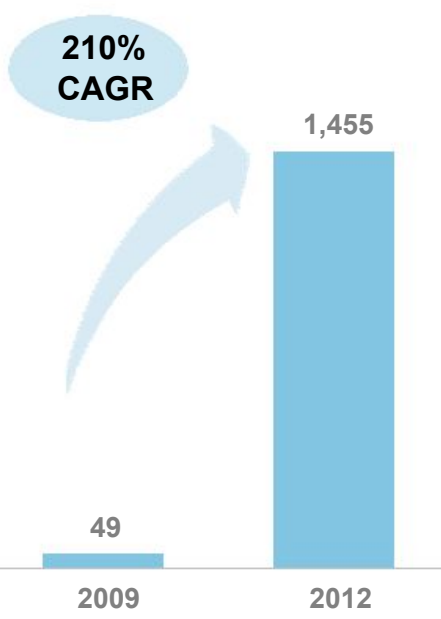
*Mid point of 2013 guidance

HIGH-GROWTH, HIGH-MARGIN SERVICE REVENUE ANNUITY IN BA

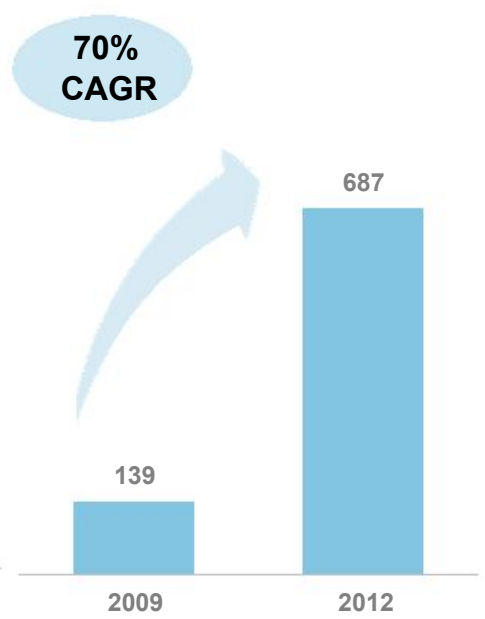
REVENUE (\$MM)



ATG AIRCRAFT ONLINE



ATG UNITS SHIPPED

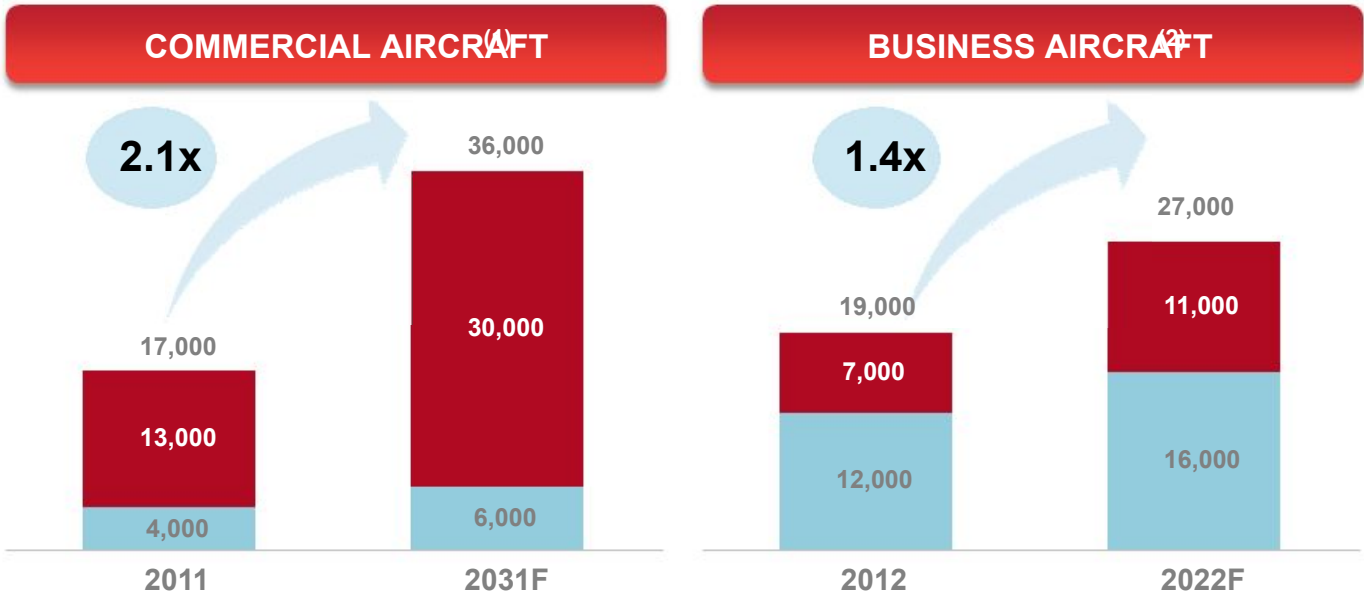


*Mid point of 2013 guidance



ATTACKING A LARGE AND EXPANDING GLOBAL OPPORTUNITY

■ North America ■ Rest of World

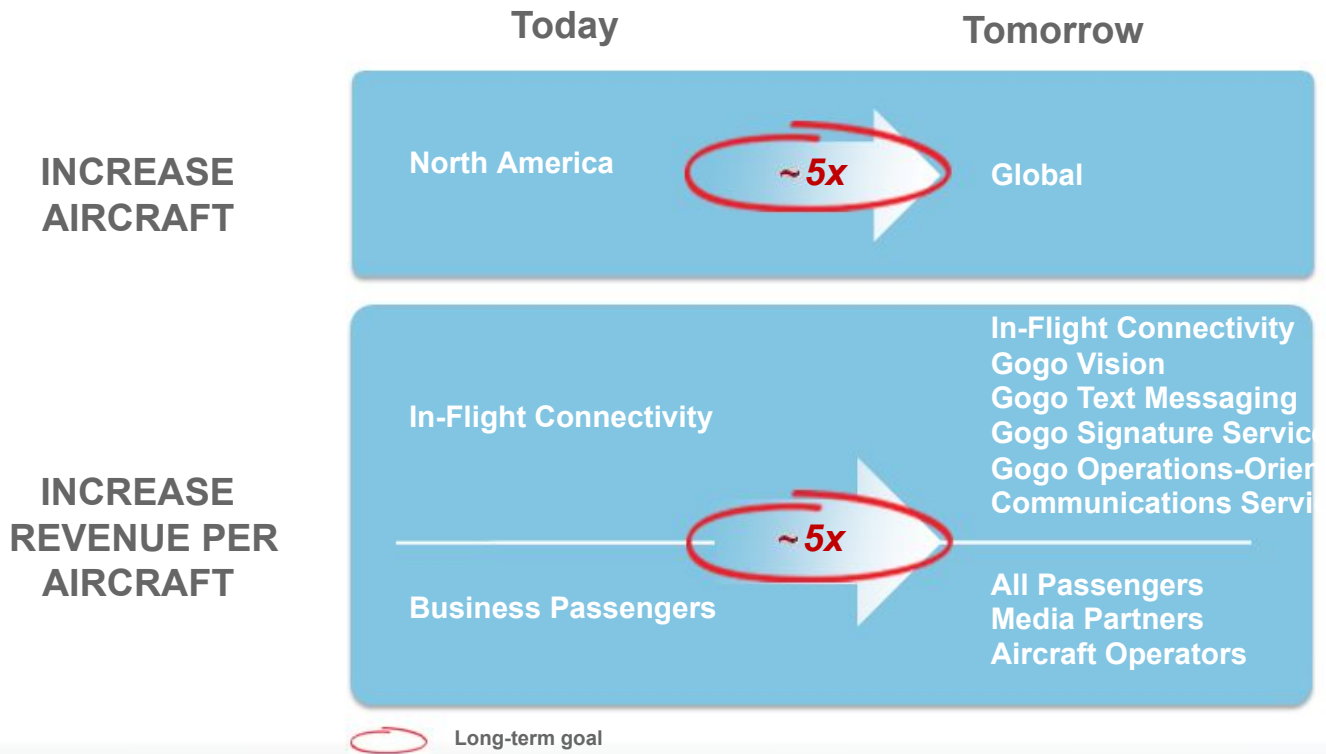


Sources:

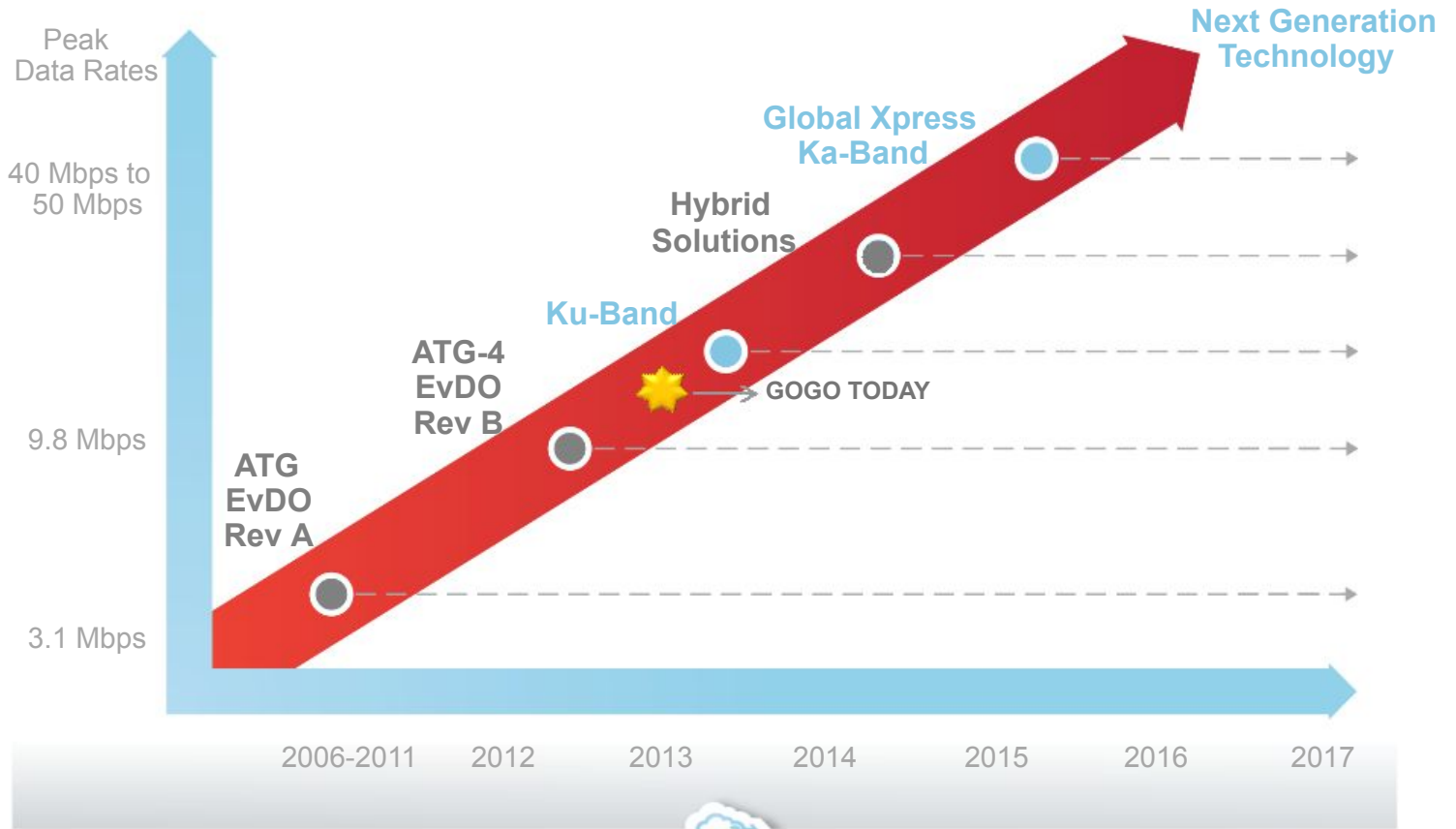
(1) Derived from Boeing Current Market Outlook 2011-2015, excludes: cargo aircraft, RJs < than 50 seats. Wide-body aircraft is included as part of Rest of World market;
 (2) JetNet IQ Report Q4 2012, excludes turboprop aircraft.



OUR 5X5 STRATEGY



GOGO IS THE ONLY MULTI-TECHNOLOGY PLATFORM



TRACK RECORD OF SUCCESS

MULTIPLE TECHNOLOGY SOLUTIONS

TURNKEY SERVICE MODEL

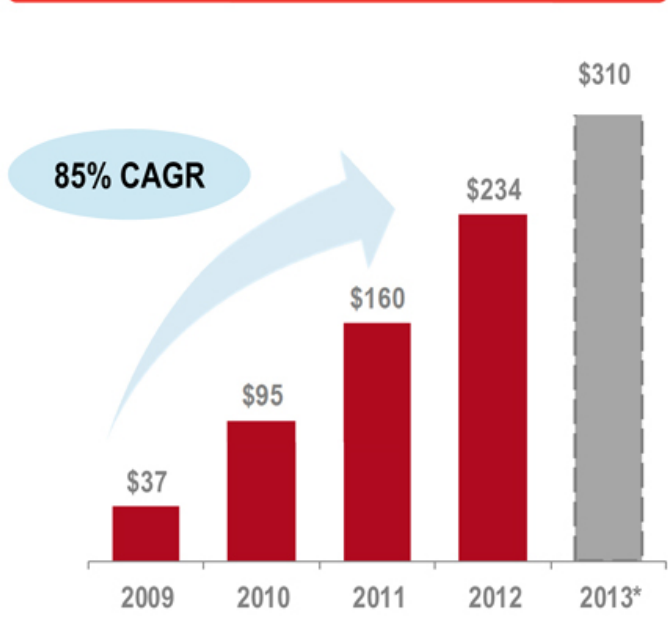
SCALE



FINANCIAL REVIEW

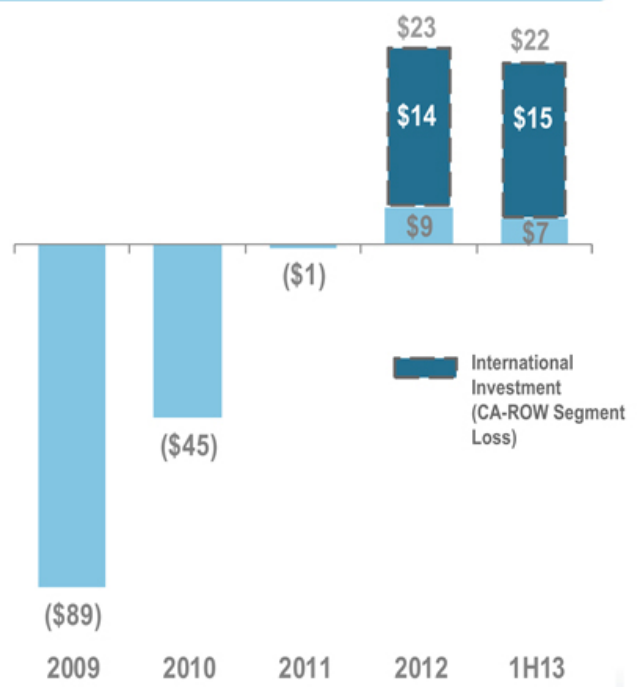
SURGING REVENUE DRIVES PROFITABILITY

REVENUE (\$MM)



*Mid point of 2013 guidance

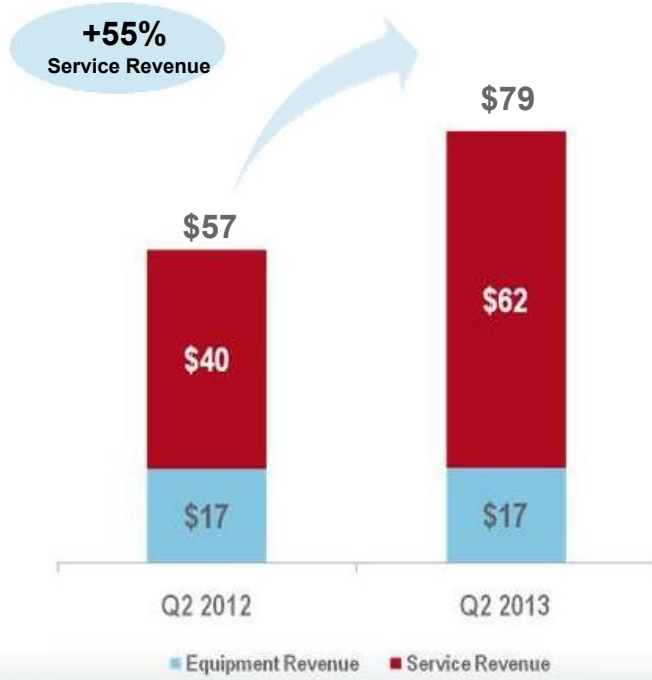
ADJUSTED EBITDA (\$MM)



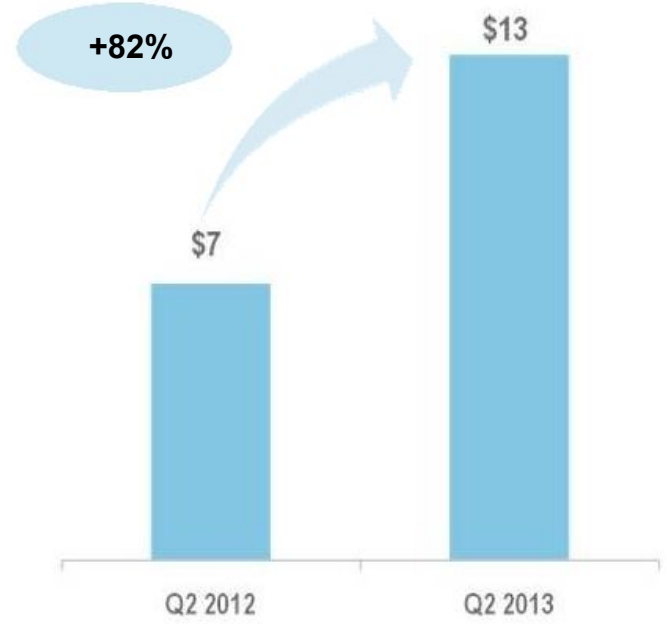
STRONG GROWTH IN NORTH AMERICA BUSINESS

SECOND QUARTER

CA-NA AND BA REVENUE (\$MM)



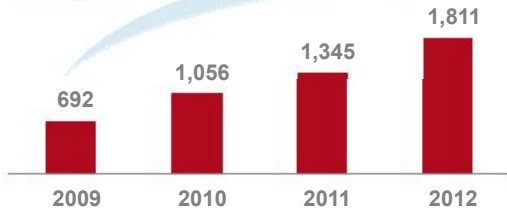
CA-NA AND BA SEGMENT PROFIT (\$MM)



HISTORICAL DATA ILLUSTRATES CA'S MOMENTUM

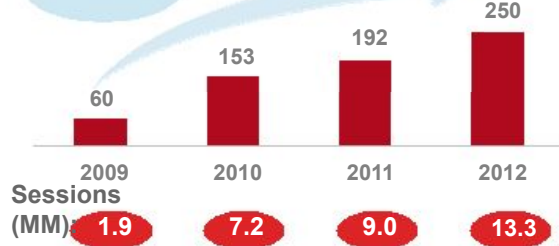
AIRCRAFT ONLINE

38%
CAGR



GPO (MM)

61% CAGR



Sessions
(MM)

2009: 1.9, 2010: 7.2, 2011: 9.0, 2012: 13.3

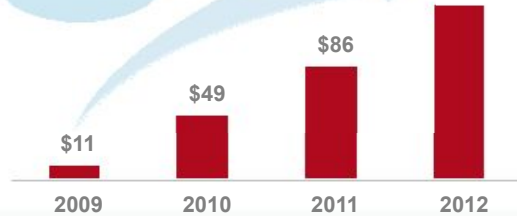
ARPP (\$)

52%
CAGR

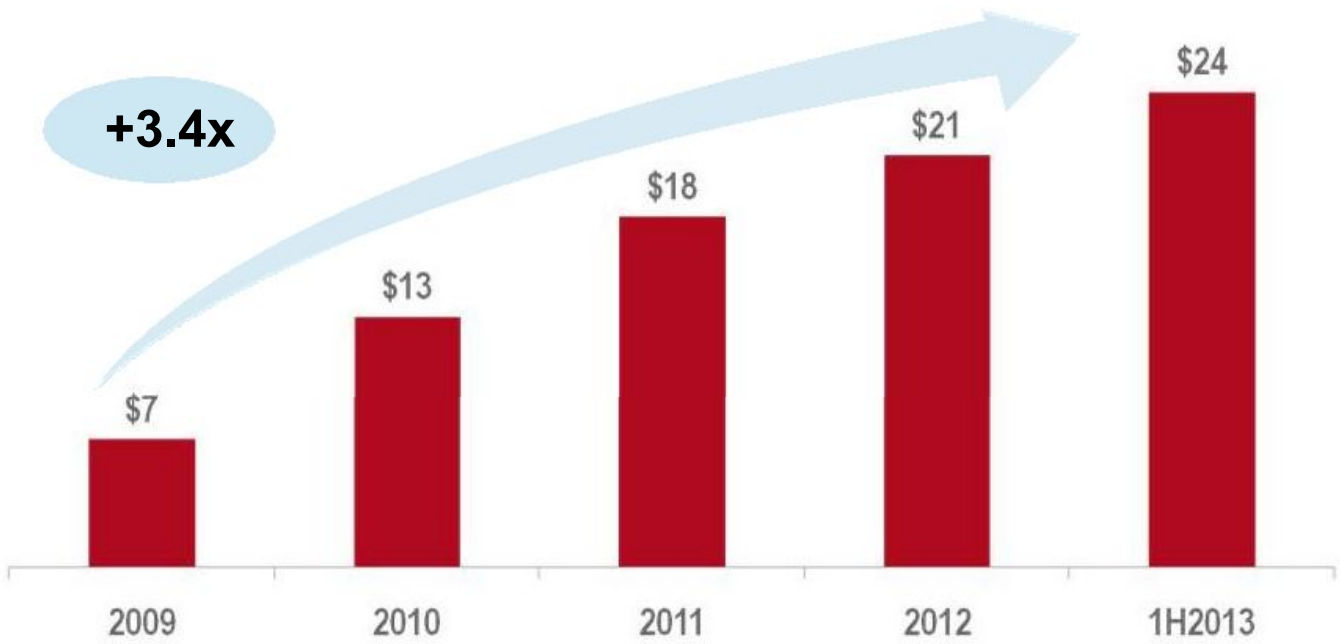


REVENUE (\$MM)

132% CAGR

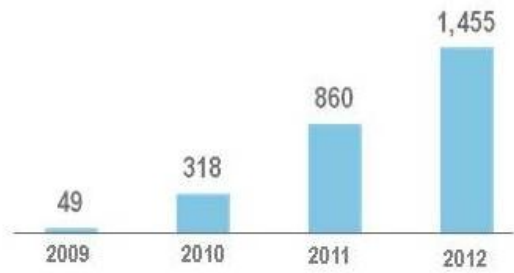


STRONG GROWTH IN REVENUE PER AIRCRAFT(\$ '000)

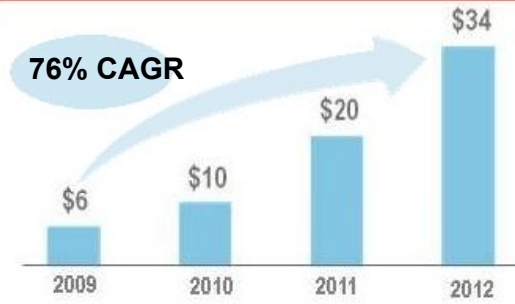


BUSINESS AVIATION IS A VALUABLE ASSET

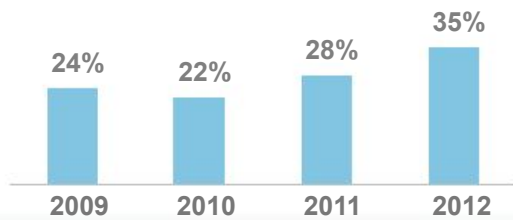
ATG AIRCRAFT ONLINE



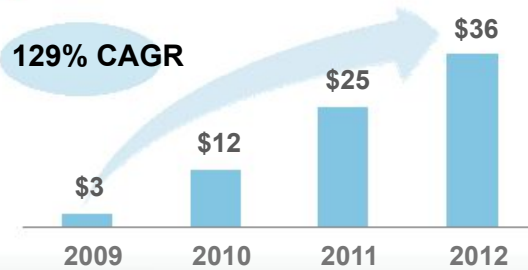
SERVICE REVENUE (\$MM)



% OF RECURRING SERVICE REVENUE GROWS ⁽¹⁾



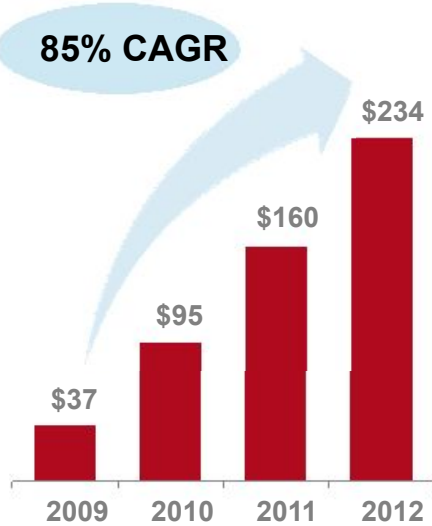
SEGMENT PROFIT EXPANDS (\$MM)



(1) Recurring revenue defined as BA Service Revenue.

INVESTING FOR A DECADE+ OF GROWTH

REVENUE (\$MM)



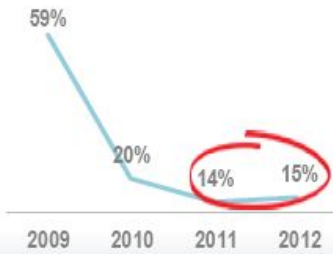
ENGINEERING, DESIGN AND DEVELOPMENT (\$MM)



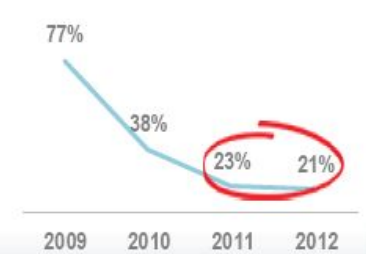
GENERAL & ADMINISTRATIVE (\$MM)



AS % OF REVENUE

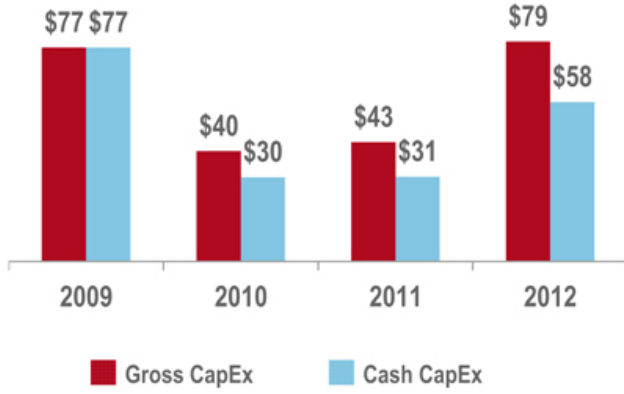


AS % OF REVENUE



EVOLVING CAPEX MODEL

CAPITAL EXPENDITURES (\$MM)



PIONEER AND LEADER

LARGE GROWTH OPPORTUNITY

ATTRACTIVE ECONOMICS

EXPERIENCE & SCALE



APPENDIX



RECONCILIATION OF ADJUSTED EBITDA (\$MM)

	2009	2010	2011	2012	Q1 2013	Q2 2013	1H2013
Net Income	(142)	(140)	(18)	(96)	(32)	(73)	(105)
Interest Income	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Interest Expense	30	–	1	9	4	10	14
Income Tax Provision	–	3	1	1	1	1	1
Depreciation & Amortization	22	31	33	37	14	14	28
EBITDA	(91)	(106)	16	(49)	(14)	(48)	(63)
Fair Value Derivative Adjustments	–	33	(59)	(10)	–	36	36
Class A and Class B Senior Convertible Preferred Stock Return	–	18	31	52	15	14	29
Accretion of Preferred Stock	–	9	10	10	3	3	5
Stock-based Compensation Expense	1	2	2	4	1	1	2
Loss on Extinguishment of Debt	2	–	–	–	–	–	–
Write Off of Deferred Equity Financing Costs	–	–	–	5	–	–	–
Amortization of Deferred Airborne Lease Incentives	–	(1)	(2)	(4)	(2)	(2)	(3)
Adjusted EBITDA	(89)	(45)	(1)	9	3	4	7

Minor differences exist due to rounding.



RECONCILIATION OF CASH CAPEX (\$MM)

	2009	2010	2011	2012	Q1 2013	Q2 2013	1H 2013
Purchases of Property and Equipment	(69)	(33)	(33)	(67)	(29)	(29)	(59)
Acquisition of Intangible Assets (Capitalized Software)	(8)	(7)	(10)	(12)	(4)	(3)	(7)
Gross CapEx	(77)	(40)	(43)	(79)	(33)	(33)	(66)
Change in Deferred Airborne Lease Incentives	–	9	11	18	5	2	7
Amortization of Deferred Airborne Lease Incentives	–	1	1	4	2	2	3
Cash CapEx	(77)	(30)	(31)	(58)	(27)	(29)	(56)

Minor differences exist due to rounding.

