
**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): March 24, 2015

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 Heights 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 8.01. Other Events.

Gogo Inc. (“Gogo”) is filing as Exhibit 99.1 hereto a press release issued on March 24, 2015 by Gogo announcing the sale of \$5.94 million in aggregate principal amount of its 3.75% convertible senior notes due 2020 (the “Notes”) in respect of Gogo’s previously announced private offering of the Notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to a partial exercise of the initial purchasers’ option to purchase additional notes to cover over-allotments, the content of which is incorporated by reference in this Item 8.01.

In addition, Gogo hereby announces that it has determined that “Shareholder Approval”, as such term is defined in the indenture, dated March 9, 2015 (the “Indenture”), by and between Gogo and U.S. Bank National Association, as trustee, governing the Notes (the “Indenture”), is no longer required under NASDAQ Stock Market Rule 5635. Disclosure of Gogo’s determination in this regard on this Form 8-K shall be deemed notice to the holders of the Notes, the Trustee and the conversion agent for the Notes in accordance with the terms of the Indenture.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Description</u>
99.1	Press Release of Gogo, dated March 24, 2015.

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: March 24, 2015

Gogo Inc. Announces Exercise of Convertible Notes Over-Allotment Option

ITASCA, Ill., Mar. 24, 2015 /PRNewswire/ — Gogo Inc. (Nasdaq: GOGO) (“Gogo”) announced today the sale of \$5.94 million in aggregate principal amount of its 3.75% convertible senior notes due 2020 (the “notes”) in respect of Gogo’s previously announced private offering of the notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to a partial exercise of the initial purchasers’ option to purchase additional notes to cover over-allotments. The notes sold on March 24, 2015 have the same terms in all respects as the notes previously sold in such offering. Gogo has issued a total of \$361.94 million aggregate principal amount of the notes pursuant to such offering.

The net proceeds from the March 24, 2015 sale of notes were approximately \$5.79 million, after deducting the initial purchasers’ discounts and estimated fees and expenses. Gogo expects to use the net proceeds from the sale of the notes for working capital and other general corporate purposes, including costs associated with developing and launching its next-generation technology solutions and the acquisition of additional spectrum should it become available.

This press release is not an offer to sell or purchase, or a solicitation of an offer to sell or purchase, the notes or the common shares issuable upon conversion of the notes, 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.

The notes and any common shares issuable upon conversion of the notes have not been and will not be 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.

Forward-Looking Statements

This press release includes forward-looking statements regarding Gogo’s financing plans, including statements related to Gogo’s intended use of net proceeds of the offering. Such statements are subject to certain risks and uncertainties including, without limitation, the fact that Gogo’s management will have broad discretion in the use of the proceeds from any sale of the convertible 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, 2014, which is on file with the SEC.

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