

**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): June 09, 2022 (June 7, 2022)**

**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.)

**105 Edgeview Dr., Suite 300**  
**Broomfield, Colorado**  
(Address of Principal Executive Offices)

**80021**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 303 301-3271**

N/A

(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))

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

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.0001 per share	GOGO	NASDAQ Global Select Market
Preferred Stock Purchase Rights	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.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 7, 2022, Gogo Inc. (the “Company”) held its 2022 annual meeting of stockholders (the “Annual Meeting”). Stockholders representing 101,314,715 shares, or 90.51%, of the Company’s common stock outstanding as of the April 18, 2022 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 2022 Proxy Statement dated April 25, 2022. At the Annual Meeting, four 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 III directors to serve a three-year term expiring at the Company’s 2025 annual meeting of stockholders or until their successors are duly elected and qualified.

<b>NOMINEE</b>	<b>FOR</b>	<b>WITHHOLD</b>	<b>BROKER NON-VOTES</b>
Mark Anderson	78,632,681	9,282,803	13,399,231
Robert L. Crandall	87,483,264	432,220	13,399,231
Christopher D. Payne	87,843,179	72,305	13,399,231

**PROPOSAL 2**  
**ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

Stockholders approved the advisory resolution approving executive compensation.

<b>VOTES FOR</b>	87,342,062
<b>VOTES AGAINST</b>	553,957
<b>ABSTENTIONS</b>	19,465
<b>BROKER NON-VOTES</b>	13,399,231

**PROPOSAL 3**  
**APPROVAL OF THE SECOND AMENDED AND RESTATED GOGO INC.**  
**2016 OMNIBUS INCENTIVE PLAN**

Stockholders approved the Second Amended and Restated Gogo Inc. 2016 Omnibus Incentive Plan.

<b>VOTES FOR</b>	85,421,426
<b>VOTES AGAINST</b>	2,468,414
<b>ABSTENTIONS</b>	25,644
<b>BROKER NON-VOTES</b>	13,399,231

**PROPOSAL 4**  
**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, 2022.

<b>VOTES FOR</b>	101,111,571
<b>VOTES AGAINST</b>	192,331
<b>ABSTENTIONS</b>	10,813
<b>BROKER NON-VOTES</b>	0

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**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 thereunto duly authorized.

Date: June 9, 2022

By: /s/ Marguerite M. Elias

Marguerite M. Elias

Executive Vice President, General Counsel and Secretary

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