
**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): November 20, 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
Chief Financial Officer

Date: November 20, 2013

EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K

Dated November 20, 2013

99.1 Investor Slides



Investor Presentation

November 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 November 12, 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 & LEADER

EXPERIENCE & SCALE

LARGE GROWTH OPPORTUNITY

TECHNOLOGY LEADERSHIP

COMPELLING BUSINESS MODEL

GOGO TRANSFORMED THE FLYING EXPERIENCE FOREVER

BEFORE GOGO



2006-2008



2009-2013

~45 Million Sessions



GOGO LEADERSHIP SPANS ALL MARKET SEGMENTS

COMMERCIAL AVIATION NORTH AMERICA



- > 2,000 aircraft online
- > 7,000 daily flights
- ~80% market share⁽¹⁾

COMMERCIAL AVIATION REST OF WORLD



- Contracts for Delta's international fleet and with two foreign carriers
- Global sales organization established
- Satellite and terminals contracts secured

BUSINESS AVIATION GLOBAL



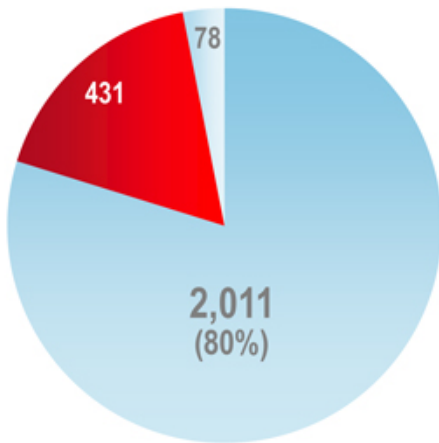
- ~ 7,000 systems operating
- 63% market share in Narrowband⁽²⁾
- 93% market share in Broadband⁽²⁾

(1) Commercial Aviation market share is based on management estimates, trade publications and other public sources as of 9/30/2013
(2) Business Aviation Iridium and ATG market share is based on management estimates as of 9/30/2013.

STRONG INCUMBENT POSITION

GOGO HAS 9X MORE BROADBAND AIRCRAFT THAN THE CLOSEST COMPETITOR

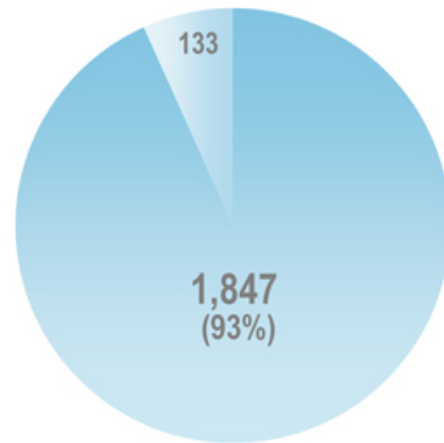
COMMERCIAL AVIATION NORTH AMERICA BROADBAND AIRCRAFT ONLINE



■ Gogo ■ Global Eagle (Row 44)⁽¹⁾ ■ All Others⁽¹⁾

⁽¹⁾Based on management estimates, trade publications and other public sources as of 9/30/2013

BUSINESS AVIATION NORTH AMERICA BROADBAND AIRCRAFT ONLINE



■ Gogo ■ All Others⁽¹⁾

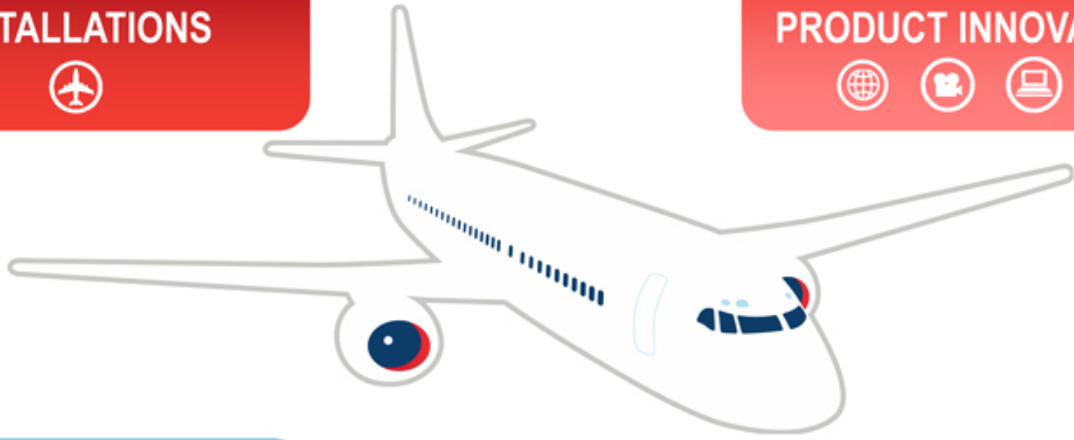


INDUSTRY LEADING EXPERIENCE & SCALE DRIVES LONG-TERM SUCCESS

**CERTIFICATIONS &
INSTALLATIONS**



**TECHNOLOGY AND
PRODUCT INNOVATIONS**



**WORLD-CLASS
BANDWIDTH
MANAGEMENT**



FINANCIAL STRENGTH



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

COMMERCIAL AVIATION

North America



BUSINESS AVIATION

Original Equipment Manufacturers



International



Fractional Jet Operators



GOGO TECHNOLOGY LEADERSHIP

\$220,000,000

Largest engineering investment since launch⁽¹⁾

> 35

Largest number of aircraft types installed⁽¹⁾

36% of total headcount

Large highly specialized technology staff







#1

Track record of technology development and market deployment

⁽¹⁾ Based on management estimates



BROADEST ARRAY OF TECHNOLOGY SOLUTIONS

Technology	Peak Speed	Key Attributes					 
Air-to-Ground (EvDo Rev A)	3.1 Mbps	-Overnight install -All aircraft types - Limited to North America	✓				
Air-to-Ground 4 (EvDo Rev B)	9.8 Mbps	-Triples the peak speed -More reliable than ATG -Overnight install	✓				
SwiftBroadband	432 Kbps	-Global coverage -Low data speeds -Available today	✓	✓		✓	
Ku Band	50 Mbps	-Global coverage -Multiple suppliers -Available today	2014 Launch	✓	✓		
Ka Band	50 Mbps	-Global coverage -High data speeds -Next Generation	2015 Launch (Global)			2015 Launch (Global)	✓ (Regional)
Ground-to-Orbit (Hybrid)	70 Mbps	-More spectrally efficient -Lower profile -More robust & reliable	2014 Launch				

GOGO PRODUCT LEADERSHIP

GOGO GROUND TO ORBIT



GOGO TEXT & TALK



GOGO ONEPHONE



GOGO VISION FOR BA



GOGO UNIVERSAL CABIN SYSTEM



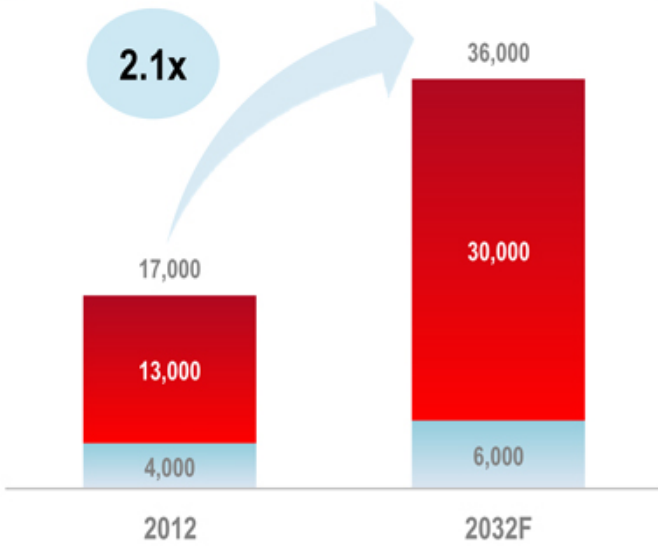
GOGO CLOUD



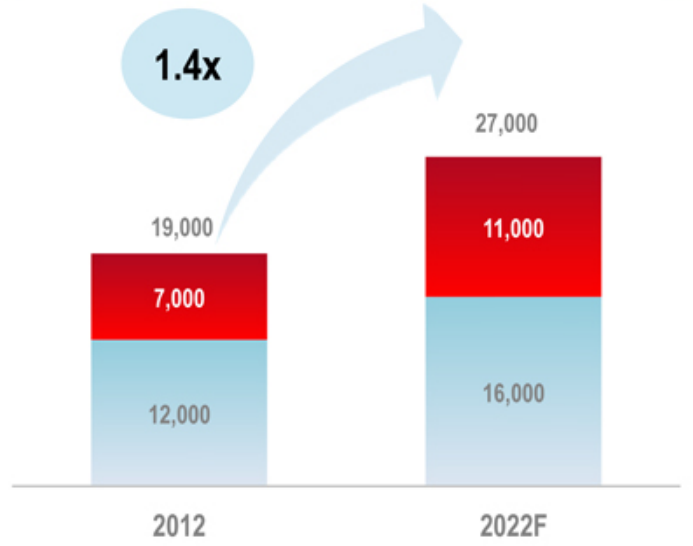
ATTACKING A LARGE AND EXPANDING GLOBAL OPPORTUNITY

■ North America ■ Rest of World

COMMERCIAL AIRCRAFT ⁽¹⁾



BUSINESS AIRCRAFT ⁽²⁾



Sources:
 (1) Derived from Boeing Current Market Outlook 2012 – 2032, 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.

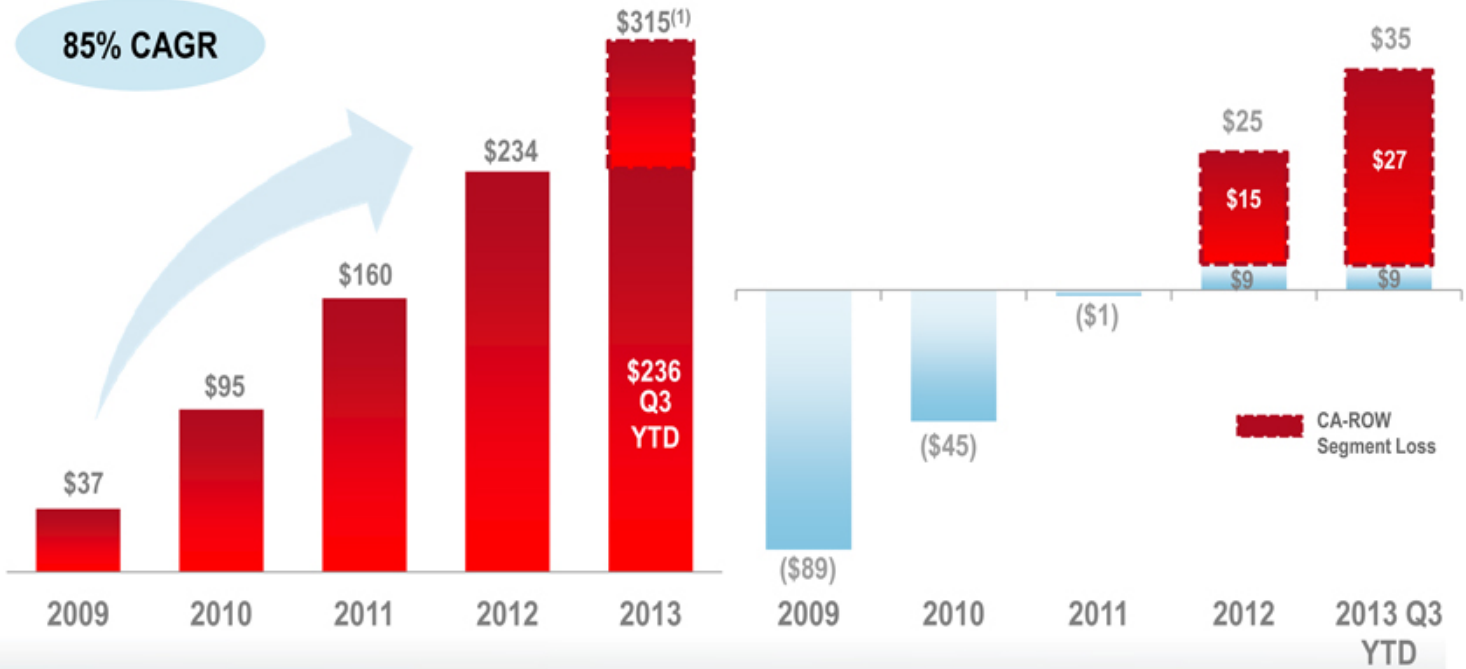


GROWING REVENUE DRIVES PROFITABILITY

REVENUE (\$MM)

ADJUSTED EBITDA (\$MM)

85% CAGR



⁽¹⁾Reflects midpoint of 2013 guidance issued on 11/11/2013



AIRCRAFT TIMES REVENUE PER AIRCRAFT

TODAY

TOMORROW

INCREASE
AIRCRAFT

North America



Global

INCREASE
REVENUE PER
AIRCRAFT

In-Flight Connectivity



Business Passengers



In-Flight Connectivity
Gogo Vision
Gogo Text Messaging
Gogo Signature Services
Gogo Operations-Oriented
Communications Services

All Passengers
Media Partners
Aircraft Operators



COMPELLING BUSINESS MODEL

HIGH GROWTH

- Strong revenue growth and multiple growth drivers
- Growing percent of high margin service revenue
- Transition to lower Cash CAPEX profile

SIGNIFICANT OPERATING LEVERAGE

- Highly scalable operating infrastructure
- Strong contribution margins
- Incremental product offerings generate solid returns

HIGH BARRIERS TO ENTRY

- Heavy upfront capital requirements
- Exclusive license to ATG spectrum
- Operational & regulatory expertise
- Long-term exclusive contracts



COMPETITIVE ADVANTAGES DRIVE INTERNATIONAL WINS

TURNKEY, FULL SERVICE PROVIDER

- Highly scalable operating infrastructure
- Certification, installation & operational expertise
- Pricing expertise, marketing support

BEST-IN-CLASS TECH PORTFOLIO

- IFC market leader and innovator
- Technology & product leadership

COMPELLING USER EXPERIENCE

- Broad suite of products and pricing options
- Industry leading customer service

EXPERIENCE AND SCALE

- Nearly 4,000 broadband aircraft online
- Unparalleled breadth of capabilities and track record of success

Unique Leadership Position at the Intersection of Three Industries
— Telecom, Internet and Airlines



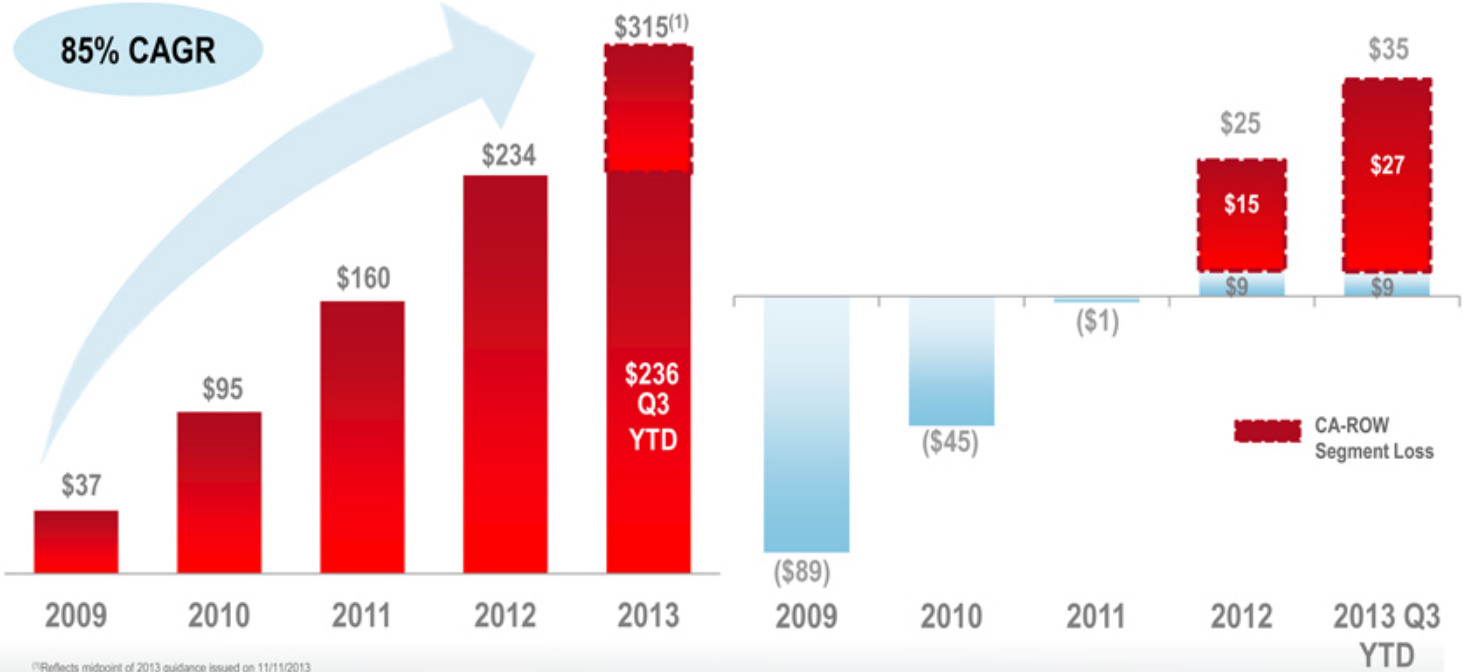
FINANCIAL REVIEW

GROWING REVENUE DRIVES PROFITABILITY

REVENUE (\$MM)

ADJUSTED EBITDA (\$MM)

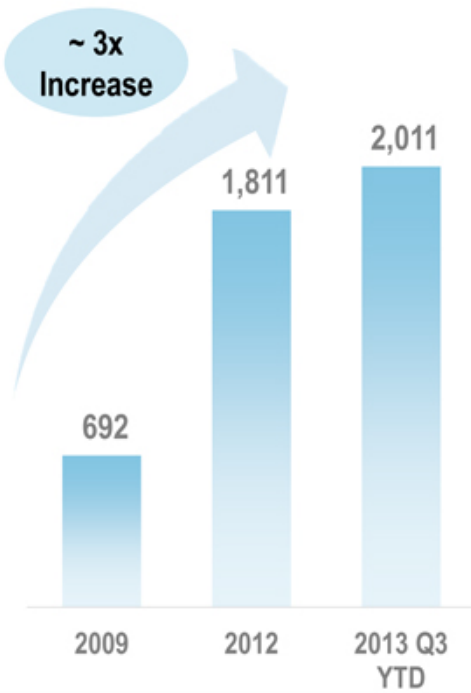
85% CAGR



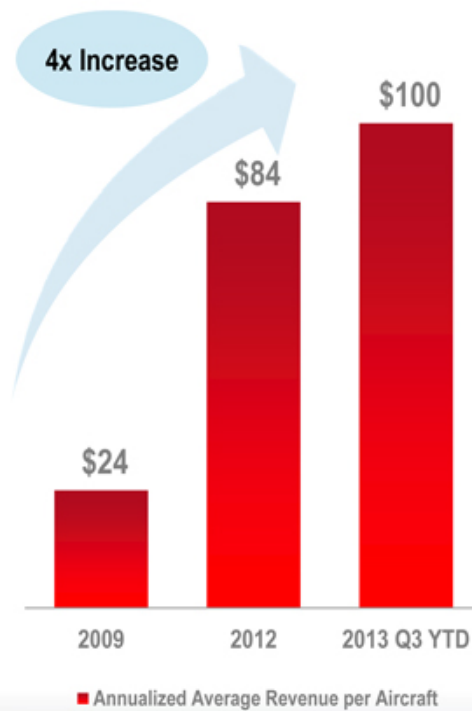
⁽¹⁾Reflects midpoint of 2013 guidance issued on 11/11/2013

MORE AIRCRAFT & MORE REVENUE PER AIRCRAFT IN CA-NA

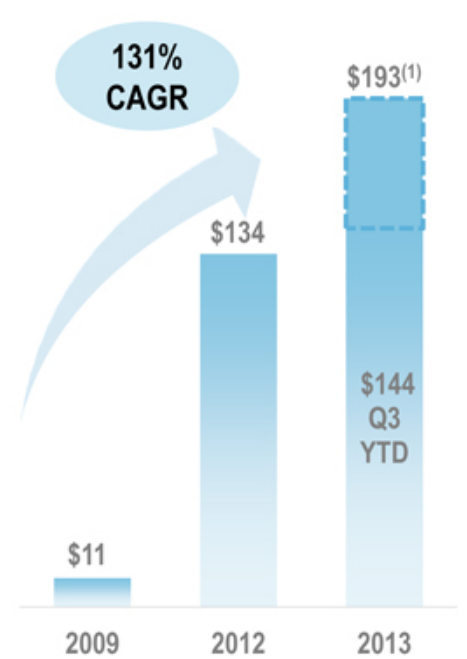
AIRCRAFT ONLINE



ARPA (000s)



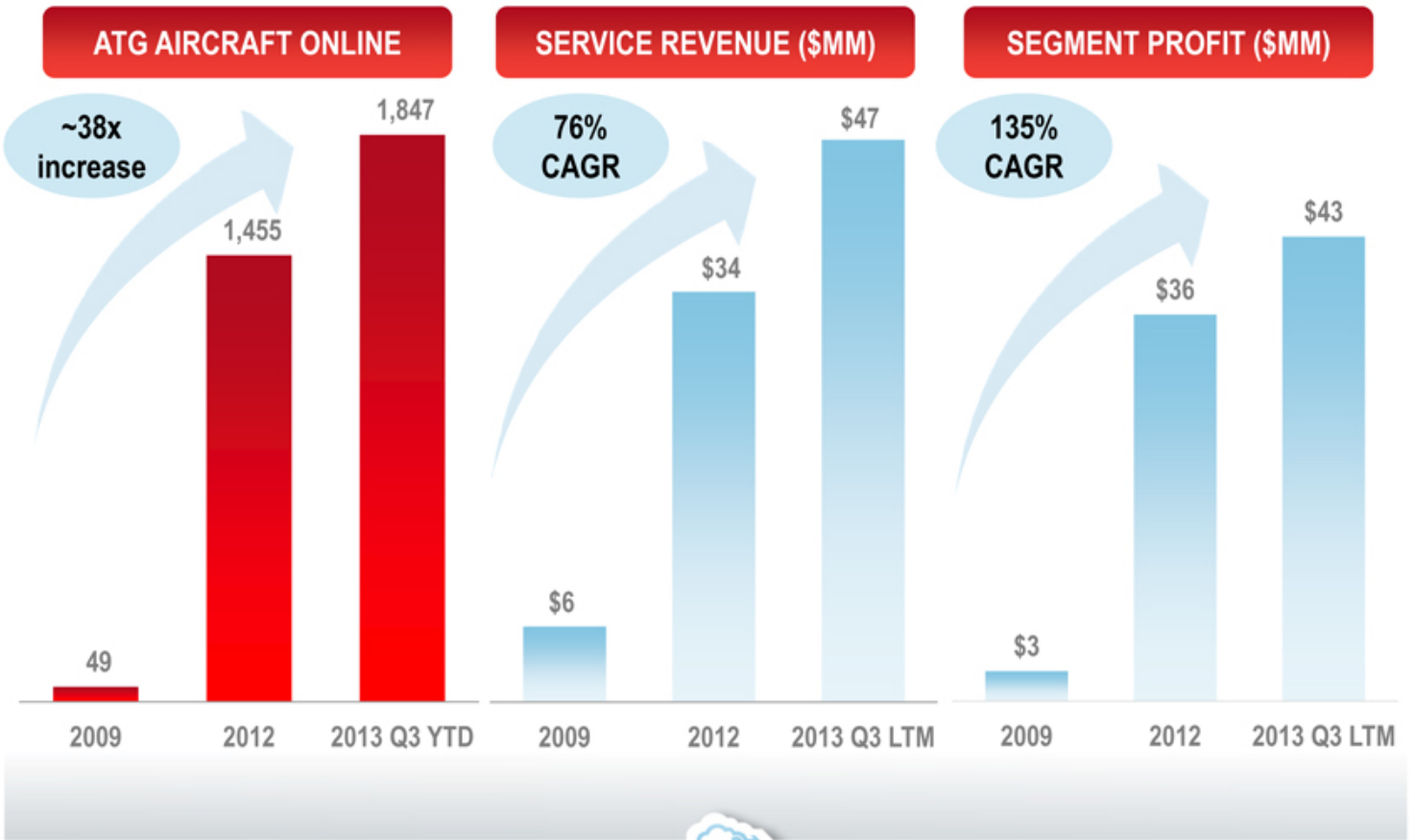
REVENUE (\$MM)



⁽¹⁾Reflects midpoint of 2013 guidance issued on 11/15/2013

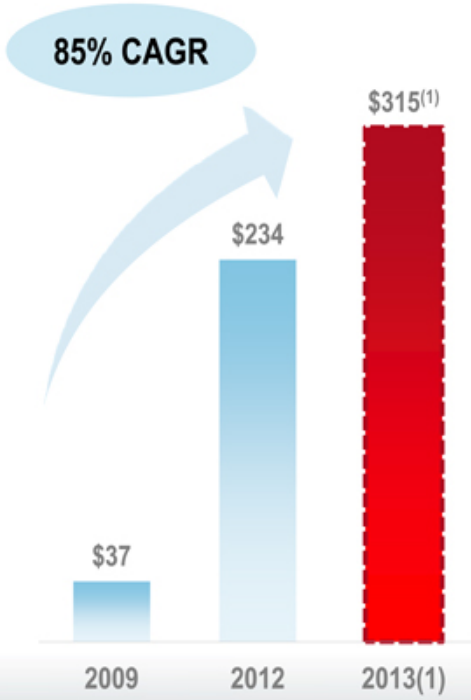


HIGH-GROWTH, HIGH-MARGIN SERVICE REVENUE STREAM DRIVES BA PROFITABILITY



INVESTING FOR A DECADE+ OF GROWTH

REVENUE (\$MM)



⁽¹⁾Reflects midpoint of 2013 guidance issued on 11/11/2013

ENGINEERING, DESIGN & DEVELOPMENT (\$MM)



GENERAL & ADMINISTRATIVE (\$MM)



SALES & MARKETING (\$MM)

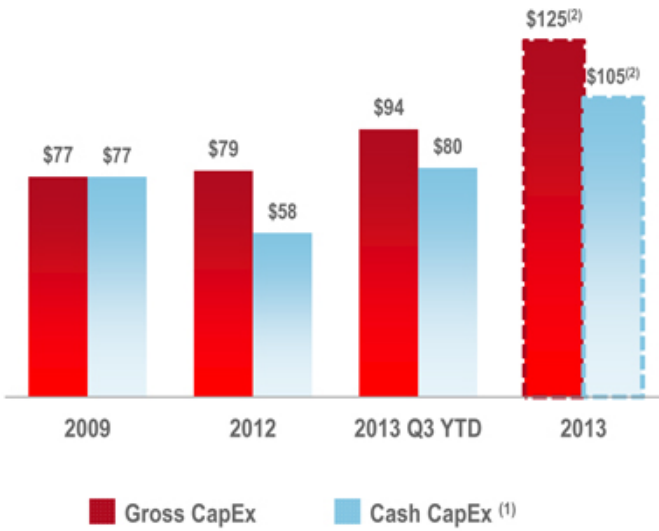


AS % OF REVENUE



EVOLVING CAPEX MODEL

CAPITAL EXPENDITURES (\$MM)



TRANSITION



(1) Cash CAPEX represents gross capital expenditures net of airborne equipment proceeds received from the airlines.
 (2) Reflects midpoint of guidance issued on 11/11/2013.



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PIONEER & LEADER

EXPERIENCE & SCALE

LARGE GROWTH OPPORTUNITY

TECHNOLOGY LEADERSHIP

COMPELLING BUSINESS MODEL



APPENDIX



RECONCILIATION OF CASH CAPEX (\$MM)

	2009	2010	2011	2012	Q1 2013	Q2 2013	Q3 2013	YTD 2013
Purchases of Property and Equipment	(69)	(33)	(33)	(67)	(29)	(29)	(24)	(83)
Acquisition of Intangible Assets (Capitalized Software)	(8)	(7)	(10)	(12)	(4)	(3)	(4)	(11)
Gross CapEx	(77)	(40)	(43)	(79)	(33)	(33)	(28)	(94)
Change in Deferred Airborne Lease Incentives	–	9	11	18	5	2	1	8
Amortization of Deferred Airborne Lease Incentives	–	1	1	4	2	2	2	5
Cash CapEx	(77)	(30)	(31)	(58)	(27)	(29)	(24)	(80)

Note: Minor differences exist due to rounding

RECONCILIATION OF ADJUSTED EBITDA (\$MM)

	2009	2010	2011	2012	Q1 2013	Q2 2013	Q3 2013	YTD 2013
Net Income	(142)	(140)	(18)	(96)	(32)	(73)	(19)	(124)
Interest Income	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Interest Expense	30	–	1	9	4	10	7	22
Income Tax Provision	–	3	1	1	1	1	1	1
Depreciation & Amortization	22	31	33	37	14	14	14	41
EBITDA	(91)	(106)	16	(49)	(14)	(48)	3	(60)
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	1	3
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)	(2)	(5)
Adjusted EBITDA	(89)	(45)	(1)	9	3	4	2	9

Note: Minor differences exist due to rounding