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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**  
(Amendment No. 2)

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(Mark One):

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the quarterly period ended June 30, 2015

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-35975

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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 or Organization)

**27-1650905**  
(I.R.S. Employer  
Identification No.)

**111 North Canal St., Suite 1500**  
**Chicago, IL 60606**  
(Address of principal executive offices)

**Telephone Number (312) 517-5000**  
(Registrant's telephone number, including area code)

**1250 North Arlington Heights Rd., Itasca, IL 60143**  
(Former name, former address and former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 3, 2015, 85,810,905 shares of \$0.0001 par value common stock were outstanding.

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## EXPLANATORY NOTE

Gogo Inc. (the “Company”) is filing this Amendment No. 2 on Form 10-Q/A (this “Amendment”) to amend its Quarterly Report on Form 10-Q for the period ended June 30, 2015 (the “Form 10-Q”), originally filed with the Securities and Exchange Commission on August 6, 2015 and amended on November 9, 2015. The sole purpose of this Amendment is to file Exhibit 10.9.1, which was approved by the Company’s Board of Directors in the second quarter of 2015 but inadvertently omitted from the Form 10-Q. No revisions are being made to the Company’s financial statements. This Amendment is as of the original filing date, does not reflect events occurring after the filing of the Form 10-Q, or modify or update those disclosures that may be affected by subsequent events, and no other changes are being made to any other disclosure contained in the Form 10-Q.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), new certifications by the Company’s principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment pursuant to Rule 13a-14(a) of the Exchange Act. The Company is not including certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as no financial statements are being filed with this Amendment.

## PART II. OTHER INFORMATION

### ITEM 6. Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
10.1.45†**	Amendment No. 3, dated as of April 1, 2015, to the Amended and Restated In-Flight Connectivity Services Agreement, between Delta Air Lines, Inc. and Gogo LLC (f/k/a Aircell LLC)
10.1.46†*	Amendment No. 2, dated as of April 1, 2015, to the International In-Flight Connectivity Services Agreement, between Delta Air Lines, Inc. and Gogo LLC
10.1.47†*	2Ku In-Flight Connectivity Services Agreement, dated as of April 1, 2015, between Delta Air Lines, Inc. and Gogo LLC
10.1.48†***	Product Development and Manufacturing Agreement, dated as of November 13, 2012, between ThinKom Solutions, Inc. and Gogo LLC
10.1.49†*	Product Development and Manufacturing Agreement Exhibit A, Revision 1, dated as of March 27, 2012, between ThinKom Solutions, Inc. and Gogo LLC
10.1.50†*	Product Development and Manufacturing Agreement Exhibit A-2, dated as of September 12, 2013, between ThinKom Solutions, Inc. and Gogo LLC
10.1.51†*	Product Development and Manufacturing Agreement Exhibit A-2, Revision 1, dated as of June 10, 2014, between ThinKom Solutions, Inc. and Gogo LLC
10.1.52†*	Amendment No. 1 to the Product Development and Manufacturing Agreement, dated as of June 10, 2014, between ThinKom Solutions, Inc. and Gogo LLC
10.1.53†*	Amendment No. 2 to the Product Development and Manufacturing Agreement, dated as of January 31, 2015, between ThinKom Solutions, Inc. and Gogo LLC
10.1.54†*	Amendment No. 3 to the Product Development and Manufacturing Agreement, dated as of May 12, 2015, between ThinKom Solutions, Inc. and Gogo LLC
10.2.10#*	Amendment No. 2 to the Employment Agreement between Gogo LLC (f/k/a Aircell LLC) and Anand Chari, effective April 1, 2015
10.2.11#*	Amendment No. 2 to the Employment Agreement between Gogo LLC (f/k/a Aircell LLC) and John Wade, effective April 1, 2015
10.9.1#	Director Compensation Policy, adopted June 16, 2015
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1 **	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2 **	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB **	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document

† Certain provisions of this exhibit have been omitted and separately filed with the Securities and Exchange Commission pursuant to a request for confidential treatment.

\* Previously filed with our Quarterly Report on Form 10-Q for the period ended June 30, 2015 filed on August 6, 2015.

\*\* Previously furnished with our Quarterly Report on Form 10-Q for the period ended June 30, 2015 filed on August 6, 2015.

\*\*\* Previously filed with our Amended Quarterly Report on Form 10-Q/A for the period ended June 30, 2015 filed on November 9, 2015.

# Indicates management contract or compensatory plan or arrangement

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 25, 2016

Gogo Inc.

/s/ Michael Small

Michael Small  
President and Chief Executive Officer  
(Principal Executive Officer)

/s/ Norman Smagley

Norman Smagley  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Compensation of Non-Employee Directors (currently consisting of all members of the Board of Directors other than Michael Small)

On June 16, 2016, the Board of Directors approved the following changes to Board compensation:

Each non-employee director other than the Chairman of the Board will be paid annual compensation of \$190,000 (formerly \$150,000), consisting of \$50,000 in cash (unchanged), \$70,000 in stock options (formerly \$50,000) and \$70,000 in deferred stock units (formerly \$50,000).

- The non-employee Chairman of the Board will be paid annual compensation of \$265,000 (formerly \$225,000), consisting of \$75,000 in cash (unchanged), \$95,000 in stock options (formerly \$75,000) and \$95,000 in deferred stock units (formerly \$75,000).
- The chair of the Audit Committee will receive additional annual compensation of \$20,000 in cash (unchanged).
- The chair of the Compensation Committee will receive additional annual compensation of \$15,000 in cash (formerly \$10,000).
- The chair of the Nominating and Governance Committee will receive additional annual compensation of \$10,000 in cash (formerly \$5,000).
- All of these amounts will be paid quarterly beginning with the quarter ending September 30, 2015, with cash payments payable on or before the end of the quarter and deferred stock and option grants dated the last business day of the quarter.

The Board also implemented a stock retention requirement. Directors will be required to retain shares received upon exercise of stock options or settlement of deferred stock units (on an after-tax net basis) until the earlier of one year following termination of Board service or a Change in Control (as defined in the Company's 2013 Omnibus Incentive Plan). This retention policy shall apply only to options and deferred stock units granted on and after September 30, 2015.

Gogo Inc.

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO RULE 13a-14(a) OF THE EXCHANGE ACT, AS AMENDED,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

**I, Michael Small, certify that:**

1. I have reviewed this Quarterly Report on Form 10-Q/A of Gogo Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: February 25, 2016

/s/ Michael Small

Michael Small  
President and Chief Executive Officer  
(Principal Executive Officer)



Gogo Inc.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO RULE 13a-14(a) OF THE EXCHANGE ACT, AS AMENDED,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

**I, Norman Smagley, certify that:**

1. I have reviewed this Quarterly Report on Form 10-Q/A of Gogo Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: February 25, 2016

/s/ Norman Smagley

Norman Smagley

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)