

Gogo Inc.  
Form 8-K  
May 26, 2016

**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): May 26, 2016 (May 25, 2016)**

**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.)**

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

**60606**  
**(Zip Code)**

**Registrant's telephone number, including area code:**

**312-517-5000**

**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))

**Item 7.01. REGULATION FD DISCLOSURE.**

On May 25, 2016, Gogo Inc. (the Company) received a proposal from a major airline customer under which Gogo would provide connectivity service on a meaningful portion of the airline's domestic fleet that it currently serves, using the Company's ATG, ATG-4 and 2Ku technologies. The details of the arrangement remain subject to negotiation and there can be no assurance that a mutually satisfactory agreement will be reached. In light of the proposal, the Company has announced that it intends not to proceed with its offering of \$525 million in aggregate principal amount of 12.00% senior secured notes due 2022, which was scheduled to close on May 26, 2016, pending further negotiation of the proposal.

**SIGNATURE**

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: May 26, 2016