

Gogo Inc.
Form 8-K
June 16, 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): June 16, 2016 (June 16, 2016)

GOGO INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

111 North Canal St., Suite 1500

001-35975
(Commission

File Number)

27-1650905
(IRS Employer

Identification No.)

60606

Chicago, IL
(Address of principal executive offices) **(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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On June 16, 2016, Gogo Inc. (the Company) held its 2016 annual meeting of stockholders (the Annual Meeting). Stockholders representing 76,673,957 shares, or 89.20%, of the Company's common stock outstanding as of the April 18, 2016 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 2016 Proxy Statement, dated April 25, 2016. At the Annual Meeting, five 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 2019 annual meeting of stockholders or until their successors are duly elected and qualified.

| NOMINEE | FOR | WITHHOLD | BROKER NON-VOTE |
|----------------------|------------|-----------------|------------------------|
| Robert L. Crandall | 59,958,537 | 2,704,186 | 14,011,234 |
| Christopher D. Payne | 59,968,072 | 2,694,651 | 14,011,234 |
| Charles C. Townsend | 59,962,122 | 2,700,601 | 14,011,234 |

PROPOSAL 2**APPROVAL OF ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION**

Stockholders approved the advisory resolution approving executive compensation.

| | |
|-------------------------|------------|
| VOTES FOR | 57,147,875 |
| VOTES AGAINST | 3,135,850 |
| ABSTENTIONS | 2,378,998 |
| BROKER NON-VOTES | 14,011,234 |

PROPOSAL 3**APPROVAL OF MATERIAL TERMS OF PERFORMANCE GOALS THAT MAY APPLY TO PERFORMANCE-BASED AWARDS UNDER THE GOGO INC. ANNUAL INCENTIVE PLAN**

Stockholders approved the material terms of performance goals that may apply to performance-based awards under the Gogo Inc. Annual Incentive Plan.

| | |
|-------------------------|------------|
| VOTES FOR | 59,731,279 |
| VOTES AGAINST | 568,288 |
| ABSTENTIONS | 2,363,156 |
| BROKER NON-VOTES | 14,011,234 |

PROPOSAL 4

APPROVAL OF THE GOGO INC. 2016 OMNIBUS INCENTIVE PLAN

Stockholders approved the Gogo Inc. 2016 Omnibus Incentive Plan.

| | |
|-------------------------|------------|
| VOTES FOR | 50,830,978 |
| VOTES AGAINST | 9,512,943 |
| ABSTENTIONS | 2,318,802 |
| BROKER NON-VOTES | 14,011,234 |

PROPOSAL 5

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 2016.

| | |
|----------------------|------------|
| VOTES FOR | 72,673,319 |
| VOTES AGAINST | 858,942 |
| ABSTENTIONS | 3,141,696 |

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/ Marguerite M. Elias
Marguerite M. Elias

Executive Vice President, General
Counsel and Secretary

Date: June 16, 2016