

Gogo Inc.  
Form 8-K  
December 20, 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): December 20, 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 8.01 OTHER EVENTS**

On December 20, 2016, Gogo Inc. issued a press release announcing the pricing by Gogo Intermediate Holdings LLC, a direct wholly-owned subsidiary of Gogo Inc. ( Intermediate Holdings ), and Gogo Finance Co. Inc., a direct wholly-owned subsidiary of Intermediate Holdings and an indirect wholly-owned subsidiary of Gogo Inc. ( Finance Co. ), of \$65 million aggregate principal amount of additional 12.500% Senior Secured Notes due 2022 (the Additional Notes ). The Additional Notes will be issued as additional notes under the indenture pursuant to which the Issuers previously issued \$525 million aggregate principal amount of 12.500% Senior Secured Notes due 2022 (the Initial Notes ) on June 14, 2016. The Additional Notes and the Initial Notes will have the same terms except with respect to the issue date and issue price and will be treated as a single series for all purposes under the indenture, dated June 14, 2016, among the Intermediate Holdings, Finance Co., the Guarantors thereto and U.S. Bank National Association, as trustee, and the security documents that govern the Initial Notes and that will govern the Additional Notes. The Additional Notes are being offered and sold in transactions exempt from registration under the Securities Act of 1933, as amended (the Securities Act ).

A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

This report does not constitute an offer to sell or a solicitation of an offer to buy the Additional Notes. The Additional Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Gogo Inc., dated December 20, 2016

**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  
Executive Vice President and Chief Financial  
Officer

Date: December 20, 2016

**EXHIBIT INDEX TO CURRENT REPORT ON FORM 8-K**

Dated December 20, 2016

99.1 Press Release of Gogo Inc., dated December 20, 2016