

Gogo Inc.  
Form 8-K  
December 19, 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 19, 2016 (December 14, 2016)**

**GOGO INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**111 North Canal, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 19, 2016, Gogo Inc. (the Company) announced that Norman Smagley has notified the Company that he will retire from his positions as Executive Vice President and Chief Financial Officer of the Company effective December 31, 2017. Mr. Smagley will remain with the Company through this date to assist with the search for his successor and to allow for an effective transition of his responsibilities.

On December 19, 2016, the Company also announced that Ash ElDifrawi has notified the Company that he will resign from his positions as Executive Vice President and Chief Commercial Officer effective March 31, 2017 to pursue another opportunity. Mr. ElDifrawi will remain with the Company through this date to allow for an effective transition of his responsibilities.

**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/ Marguerite M. Elias  
Marguerite M. Elias

Executive Vice President, General  
Counsel and Secretary

Date: December 19, 2016