

Gogo Inc.  
Form DEF 14A  
April 17, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**GOGO INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than The Registrant)**

Payment of Filing Fee (Check the appropriate box):

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- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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**GOGO INC.**

**1250 N. Arlington Heights Rd., Suite 500**

**Itasca, Illinois 60143**

April 17, 2014

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of Gogo Inc., to be held on May 29, 2014, at 9:00 a.m. Central time, at the Westin Chicago Northwest, located at 400 Park Blvd., Itasca, Illinois 60143. All holders of our outstanding common shares as of the close of business on April 7, 2014 are entitled to vote at the meeting.

Your vote is important. Whether you plan to attend the annual meeting or not, you may access electronic voting via the internet or the automated telephone voting feature, both of which are described on your enclosed proxy card, or you may sign, date and return the proxy card in the envelope provided. If you plan to attend the annual meeting you may vote in person.

Registration and seating will begin at 8:30 a.m. Central time. Each stockholder will be asked to sign an admittance card and may be asked to present valid picture identification. Stockholders holding stock in brokerage accounts will need to bring a copy of a brokerage statement reflecting stock ownership as of the April 7, 2014 record date. Cameras and recording devices will not be permitted at the meeting.

Details of the business to be conducted at the annual meeting are given in the notice of annual meeting of stockholders and the proxy statement.

We are pleased to take advantage of the Securities and Exchange Commission rules that allow issuers to furnish proxy materials to their stockholders on the Internet. We believe these rules allow us to provide you with the information you need while lowering the costs of delivery and reducing the environmental impact of our annual meeting. Consequently, most stockholders will not receive paper copies of our proxy materials. We will instead send these stockholders a notice with instructions for accessing the proxy materials and voting via the Internet. The notice also provides information on how stockholders may obtain paper copies of our proxy materials if they so choose.

On behalf of the board of directors, I want to thank you for your support of Gogo.

Sincerely,  
Michael J. Small  
Chief Executive Officer and President

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**GOGO INC.**

**1250 N. Arlington Heights Rd., Suite 500**

**Itasca, Illinois 60143**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON MAY 29, 2014**

To the Stockholders of Gogo Inc.:

**NOTICE IS HEREBY GIVEN** that the annual meeting of stockholders (the Annual Meeting ) of Gogo Inc., a Delaware corporation (the Company ), will be held on May 29, 2014, at 9:00 a.m. Central time, at the Westin Chicago Northwest, located at 400 Park Blvd., Itasca, Illinois 60143 for the following purposes:

1. The election of two Class I directors to serve until the 2017 annual meeting of stockholders or until their successors are duly elected and qualified;
2. The ratification of the appointment of Deloitte & Touche LLP as the Company s independent accountants for the fiscal year 2014; and
3. The transaction of any other business that may properly be brought before the annual meeting.

Our board of directors has fixed the close of business on April 7, 2014 as the record date for determining holders of our common stock entitled to notice of, and to vote at, the Annual Meeting.

Our board of directors recommends that you vote **FOR** the election of the director nominees named in Proposal No. 1 of the Proxy Statement and **FOR** the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm as described in Proposal No. 2 of the Proxy Statement.

For our Annual Meeting, we have elected to use the Internet as our primary means of providing our proxy materials to stockholders. Consequently, most stockholders will not receive paper copies of our proxy materials. We will instead send to these stockholders a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials, including our Proxy Statement and annual report, and for voting via the Internet. The Notice of Internet Availability of Proxy Materials also provides information on how stockholders may obtain paper copies of our proxy materials free of charge, if they so choose. The electronic delivery of our proxy materials will significantly reduce our printing and mailing costs and the environmental impact of the circulation of our proxy materials.

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The Notice of Internet Availability of Proxy Materials will also provide the date, time and location of the Annual Meeting; the matters to be acted upon at the meeting and the board of directors' recommendation with regard to each matter; a toll-free number, an email address and a website where stockholders may request a paper or email copy of the Proxy Statement, our annual report to stockholders and a form of proxy relating to the Annual Meeting; and information on how to attend the meeting and vote in person.

You are cordially invited to attend the Annual Meeting, but whether or not you expect to attend in person, you are urged to mark, date and sign your proxy card and return it by mail or follow the alternative voting procedures described in the Notice of Internet Availability of Proxy Materials or the proxy card.

BY ORDER OF THE BOARD OF DIRECTORS  
Marguerite M. Elias  
Executive Vice President, General Counsel and  
Secretary

Itasca, Illinois

April 17, 2014

**Important notice regarding the availability of proxy materials for the Annual Meeting of Stockholders to be held on May 29, 2014:**

**This notice of annual meeting of stockholders, the accompanying proxy statement and our 2013 annual report to stockholders all are available at [www.proxyvote.com](http://www.proxyvote.com).**

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**GOGO INC.**

**1250 N. Arlington Heights Rd., Suite 500**

**Itasca, Illinois 60143**

**2014 PROXY STATEMENT SUMMARY**

*This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.*

**Gogo Inc. s 2014 Annual Meeting Information**

*Date and Time:* May 29, 2014, at 9:00 a.m. Central time.

*Place:* Westin Chicago Northwest, located at 400 Park Blvd., Itasca, Illinois 60143.

*Record Date:* April 7, 2014.

*Voting:* Holders of common stock are entitled to one vote per share.

*Admission:* To attend the meeting in person you will need proof of your share ownership as of the record date and a form of government-issued photo identification.

*Date of Mailing:* A Notice of Internet Availability of Proxy Materials or this proxy statement is first being mailed to shareholders on or about April 17, 2014.

**Items of Business**

<b>Proposals</b>	<b>Board Vote Recommendation</b>	<b>Page Reference (for more information)</b>
1. Elect two directors named in this proxy statement	FOR BOTH	59
2. Ratify the appointment of our independent registered public accounting firm	FOR	60

**Table of Contents****Board Structure**

Gogo Inc. ( Gogo or the Company ) currently has seven directors divided into three classes: two in Class I, three in Class II and two in Class III. The terms of office of the two Class I directors expire at the Annual Meeting.

**Election of Class I Directors**

The two nominees for election as Class I directors are listed below. If elected, the nominees for election as Class I directors will serve for a term of three years and until their successors are elected and qualify. If you sign and return the accompanying proxy, your shares will be voted for the election of the two Class I nominees recommended by the board of directors unless you choose to withhold authority to vote for either or both of the nominees. If either nominee for any reason is unable to serve or will not serve, such proxies may be voted for a substitute nominee designated by the board of directors as the proxy holder may determine. The board is not aware of any nominee who will be unable to or will not serve as a director. There is no cumulative voting.

In order to be elected, a nominee must receive the vote of a plurality of the votes validly cast at the Annual Meeting. Therefore, the two nominees who receive the most FOR votes (among votes properly cast in person, electronically or by proxy) will be elected. Proxies cannot be voted for a greater number of persons than the number of nominees named. The Class I nominees are as follows:

<b>Name</b>	<b>Age</b>	<b>Director Since</b>	<b>Occupation</b>	<b>Board Committees</b>	<b>Independent</b>
Michael J. Small	56	2010	President and Chief Executive Officer, Gogo Inc.	None	No
Oakleigh Thorne	56	2006	Chief Executive Officer, Thorndale Farm, LLC	Audit; Compensation; Nominating and Corporate Governance (Chair)	Yes

Additional information about the two director nominees as well as our current board of directors who will continue to serve after the Annual Meeting is provided on page 11.

**Ratification of the Appointment of the Independent Registered Public Accounting Firm**

The board is asking you to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the 2014 fiscal year. Summary information with respect to the fees for services provided to us by Deloitte & Touche LLP during the fiscal years ended December 31, 2013 and 2012 can be found beginning on page 58.



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**2015 Annual Meeting**

Pursuant to SEC Rule 14a-8, shareholder proposals submitted for inclusion in the proxy statement for our annual meeting of shareholder expected to be held in May 2015 must be received by us by December 19, 2014. For more information, see page 61.

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**QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND  
THE ANNUAL MEETING**

This proxy statement and proxy card are furnished in connection with the solicitation of proxies to be voted at our annual meeting of shareholders, which will be held at 9:00 a.m. Central time, on May 29, 2014, at the Westin Chicago Northwest, located at 400 Park Blvd., Itasca, Illinois 60143 (the Annual Meeting ). On April 17, 2014, we began mailing to shareholders of record either a Notice of Internet Availability of Proxy Materials ( Notice ) or this proxy statement and proxy card.

**EXPLANATORY NOTE**

We are an emerging growth company under applicable U.S. federal securities laws and therefore permitted to take advantage of certain reduced public company reporting requirements. As an emerging growth company, we are not required to conduct votes seeking approval, on an advisory basis, of the compensation of our named executive officers or the frequency with which such votes must be conducted. We will remain an emerging growth company until the earliest of (i) the last day of the fiscal year in which we have total annual gross revenues of \$1 billion or more; (ii) December 31, 2018; (iii) the date on which we have issued more than \$1 billion in nonconvertible debt during the previous three years; or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the Securities and Exchange Commission (the SEC ).

***Why am I receiving this proxy statement and proxy card?***

You have received these proxy materials because our board of directors is soliciting your proxy to vote your shares at the Annual Meeting. This proxy statement describes issues on which we would like you to vote at our Annual Meeting of shareholders. It also gives you information on these issues so that you can make an informed decision.

Because you own shares of our common stock, our board of directors has made this proxy statement and proxy card available to you on the Internet, in addition to delivering printed versions of this proxy statement and proxy card to certain shareholders by mail.

When you vote by using the Internet or (if you received your proxy card by mail) by signing and returning the proxy card, you appoint Norman Smagley and Marguerite M. Elias (with full power of substitution) as your representatives at the Annual Meeting. They will vote your shares at the Annual Meeting as you have instructed them or, if an issue that is not on the proxy card comes up for vote, in accordance with their best judgment. This way, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, we encourage you to vote in advance by using the Internet or (if you received your proxy card by mail) by signing and returning your proxy card. If you vote by Internet, you do not need to return your proxy card.

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### ***Why did I receive a Notice of Internet Availability of Proxy Materials in the mail instead of a printed set of proxy materials?***

Pursuant to rules adopted by the SEC, we are permitted to furnish our proxy materials over the Internet to our shareholders by delivering a Notice in the mail. If you received a Notice by mail, you will not receive a printed copy of the proxy materials in the mail. Instead, the Notice instructs you on how to access and review the proxy statement and annual report over the Internet at [www.proxyvote.com](http://www.proxyvote.com). The Notice also instructs you on how you may submit your proxy over the Internet. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting these materials contained in the Notice.

Shareholders who receive a printed set of proxy materials will not receive the Notice, but may still access our proxy materials and submit their proxies over the Internet at [www.proxyvote.com](http://www.proxyvote.com).

### ***Who is entitled to vote?***

Holders of our common stock at the close of business on April 7, 2014 are entitled to vote. April 7, 2014 is referred to as the record date. In accordance with Delaware law, a list of shareholders entitled to vote at the meeting will be available in electronic form at the Annual Meeting site on May 29, 2014 and will be accessible in electronic form for ten days before the meeting at our principal place of business, 1250 N. Arlington Heights Rd., Suite 500, Itasca, IL 60143, between the hours of 9:00 a.m. and 5:00 p.m.

### ***How many votes is each share of common stock entitled to?***

Holders of common stock are entitled to one vote per share. On the record date, there were 85,043,612 shares of our common stock outstanding and entitled to vote.

### ***How do I vote?***

Shareholders of record may vote by using the Internet or (if you received a proxy card by mail) by mail as described below. Shareholders also may attend the meeting and vote in person. If you hold shares through a bank or broker, please refer to your proxy card, Notice or other information forwarded by your bank or broker to see which voting options are available to you.

*You may vote by using the Internet.* The address of the website for Internet voting is [www.proxyvote.com](http://www.proxyvote.com). Internet voting is available 24 hours a day and will be accessible until 11:59 p.m. Eastern Time on May 28, 2014. Easy-to-follow instructions allow you to vote your shares and confirm that your instructions have been properly recorded.

*You may vote by mail.* If you received a proxy card by mail and choose to vote by mail, simply mark your proxy card, date and sign it, and return it in the postage-paid envelope.

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The method you use to vote will not limit your right to vote at the Annual Meeting if you decide to attend in person. Written ballots will be passed out to anyone who wants to vote at the Annual Meeting. If you hold your shares in street name, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote in person at the Annual Meeting.

***What if I change my mind after I return my proxy?***

You may revoke your proxy and change your vote at any time before the polls close at the Annual Meeting. You may do this by:

- submitting a subsequent proxy by using the Internet or by mail with a later date;
- sending written notice of revocation to our Corporate Secretary at 1250 N. Arlington Heights Rd., Suite 500, Itasca, IL 60143; or
- voting in person at the Annual Meeting.

If you hold shares through a bank or broker, please refer to your proxy card, Notice or other information forwarded by your bank or broker to see how you can revoke your proxy and change your vote.

Attendance at the meeting will not by itself revoke a proxy.

***How many votes do you need to hold the Annual Meeting?***

The presence, in person or by proxy, of the holders of a majority of the votes entitled to be cast at the Annual Meeting will constitute a quorum. If a quorum is present, we can hold the Annual Meeting and conduct business.

***On what items am I voting?***

You are being asked to vote on two items:

- to elect two directors nominated by the board of directors and named in the proxy statement to serve until our 2017 annual meeting of shareholders and until their successors are elected and qualify; and
- to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014.

No cumulative voting rights are authorized, and dissenters' rights are not applicable to these matters.

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***How does the board of directors recommend that I vote?***

The board recommends that you vote as follows:

FOR both director nominees; and

FOR the ratification of the appointment of our independent registered public accounting firm.

***How may I vote in the election of directors, and how many votes must the nominees receive to be elected?***

With respect to the election of directors, you may:

vote FOR the two nominees for director;

vote FOR one of the nominees for director and WITHHOLD from voting on the other nominee for director; or

WITHHOLD from voting on either of the nominees for director.

The Company's Amended and Restated Bylaws (the "Bylaws") provide for the election of directors by a plurality of the votes cast. This means that the two individuals nominated for election to the board of directors who receive the most FOR votes (among votes properly cast in person, electronically or by proxy) will be elected.

***What happens if a nominee is unable to stand for election?***

If a nominee is unable to stand for election, the board may either:

reduce the number of directors that serve on the board; or

designate a substitute nominee.

If the board designates a substitute nominee, shares represented by proxies voted for the nominee who is unable to stand for election will be voted for the substitute nominee.

***How may I vote for the proposal to ratify the appointment of our independent registered public accounting firm, and how many votes must this proposal receive to pass?***

With respect to this proposal, you may:

vote FOR the ratification of the accounting firm;

vote AGAINST the ratification of the accounting firm; or

ABSTAIN from voting on the proposal.

In order to pass, the proposal must receive the affirmative vote of a majority of the eligible votes at the Annual Meeting by the holders who are present in person or by proxy. If you abstain from voting on the proposal or your broker is unable to vote your shares, it will have the same effect as a vote against the proposal.





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***What happens if I sign and return my proxy card but do not provide voting instructions?***

If you return a signed card but do not provide voting instructions, your shares will be voted as follows:

FOR both director nominees; and

FOR the ratification of the appointment of our independent registered public accounting firm.

***Will my shares be voted if I do not vote by using the Internet or by signing and returning my proxy card?***

If you do not vote by using the Internet or (if you received a proxy card by mail) by signing and returning your proxy card, then your shares will not be voted and will not count in deciding the matters presented for shareholder consideration at the Annual Meeting.

If your shares are held in street name through a bank or broker, your bank or broker may vote your shares under certain limited circumstances if you do not provide voting instructions before the Annual Meeting, in accordance with the NASDAQ rules that govern the banks and brokers. These circumstances include voting your shares on routine matters, such as the ratification of the appointment of our independent registered public accountants described in this proxy statement. With respect to this proposal, therefore, if you do not vote your shares, your bank or broker may vote your shares on your behalf or leave your shares unvoted.

The election of directors is not considered a routine matter under the NASDAQ rules relating to voting by banks and brokers. When a proposal is not a routine matter and the brokerage firm has not received voting instructions from the beneficial owner of the shares with respect to that proposal, the brokerage firm cannot vote the shares on that proposal. This is called a broker non-vote. Broker non-votes that are represented at the Annual Meeting will be counted for purposes of establishing a quorum, but not for determining the number of shares voted for or against the non-routine matter.

We encourage you to provide instructions to your bank or brokerage firm by voting your proxy. This action ensures your shares will be voted at the meeting in accordance with your wishes.

***What is the vote required for each proposal to pass, and what is the effect of abstentions or withheld votes and uninstructed shares on the proposals?***

Our Bylaws provide for the election of directors by a plurality of the votes cast. This means that the two individuals nominated for election to the board of directors who receive the most FOR votes (among votes properly cast in person, electronically or by proxy) will be elected. Withheld votes are not considered votes cast for or against the nominee under a plurality

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voting standard. For each other proposal to pass in accordance with our Bylaws, the proposal must receive the affirmative vote of a majority voting power of the shares present in person, electronically or by proxy at the Annual Meeting and entitled to vote. The following table summarizes the board's recommendation on each proposal, the vote required for each proposal to pass and the effect of abstentions or withheld votes and uninstructed shares on each proposal.

<b>Proposal Number</b>	<b>Item</b>	<b>Board Voting Recommendation</b>	<b>Votes Required for Approval</b>	<b>Abstentions/ Withheld Votes</b>	<b>Uninstructed Shares</b>
1	Election of Directors	FOR	The two nominees who receive the most FOR votes properly cast in person, electronically or by proxy and entitled to vote will be elected	No effect	No effect
2	Ratification of independent registered public accounting firm	FOR	Majority of the voting power of the shares present in person, electronically or by proxy and entitled to vote	Count as votes against	Discretionary voting by broker permitted

***What do I need to show to attend the Annual Meeting in person?***

You will need proof of your share ownership (such as a recent brokerage statement or letter from your broker showing that you owned shares of Gogo Inc. common stock as of April 7, 2014 if you hold your shares through a broker) and a form of government-issued photo identification. If you do not have proof of ownership and valid photo identification, you may not be admitted to the Annual Meeting. All bags, briefcases and packages will be held at registration and will not be allowed in the meeting.

***Can I receive future proxy materials and annual reports electronically?***

Yes. This proxy statement and the annual report are available by accessing the website located at [www.proxyvote.com](http://www.proxyvote.com). Instead of receiving future paper copies in the mail, you can elect to receive an email that provides a link to our future annual reports and proxy materials on the Internet. Opting to receive your proxy materials electronically will save us the cost of producing and mailing documents to your home or business, will reduce the environmental impact of our annual meetings, and will give you an automatic link to the proxy voting site.

If you are a shareholder of record and wish to enroll in the electronic proxy delivery service for future meetings, you may do so by going to [www.proxyvote.com](http://www.proxyvote.com) and following the prompts.

**Table of Contents****DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The following sections provide an overview of our corporate governance structure and processes. Among other topics, we describe how we select directors, how we consider the independence of our directors and key aspects of our board operations.

The Company's Bylaws provide that the board of directors shall consist of not fewer than three nor more than 11 directors, with the exact number to be fixed by the board of directors. The board of directors has fixed the current number of directors at eleven, and there are currently four vacancies.

The Company's Third Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") divides the board into three classes, as nearly equal in number as possible, with the terms of office of the directors of each class ending in different years. Class I and Class III each currently have two directors and Class II has three directors. The terms of directors in Classes I, II and III end at the annual meetings in 2014, 2015 and 2016, respectively.

<b>Director</b>	<b>Age</b>	<b>Position</b>	<b>Director Since</b>
<i>Class I Directors for election at the 2014 Annual Meeting</i>			
Michael J. Small	56	President, Chief Executive Officer	2010
Oakleigh Thorne	56	Director	2006
<i>Class II Directors for election at the 2015 Annual Meeting</i>			
Ronald T. LeMay	68	Chairman of the Board	2006
Robert H. Mundheim	81	Director	2012
Harris N. Williams	44	Director	2010
<i>Class III Directors for election at the 2016 Annual Meeting</i>			
Robert L. Crandall	78	Director	2006
Charles C. Townsend	65	Director	2010

At each annual meeting of the shareholders, the successors of the directors whose term expires at that meeting are elected to hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election. The board of directors is therefore asking you to elect the two nominees for director whose term expires at the Annual Meeting. Michael J. Small and Oakleigh Thorne, our current Class I directors, have been nominated for reelection at the Annual Meeting. See "Proposal 1 Election of Directors" on page 59.

Directors are elected by a plurality. Therefore, the two nominees who receive the most "FOR" votes will be elected. Proxies cannot be voted for a greater number of persons than the number of nominees named. There is no cumulative voting. If you sign and return the accompanying proxy card, your shares will be voted for the election of the two nominees recommended by the board of directors unless you choose to withhold your vote against either or both of the nominees. If either nominee for any reason is unable to serve or will not serve, proxies may be voted for such substitute nominee as the proxy holder may determine. The Company is not aware of any nominee who will be unable to or will not serve as a director.

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Set forth below for each nominee and continuing director is biographical information. We have also identified for each individual the business experience, qualifications, attributes and skills that underlie the board of directors and Nominating and Corporate Governance Committee's belief that each individual is a valuable member of the board of directors. The persons who have been nominated for election and are to be voted upon at the Annual Meeting are listed first, with continuing directors following thereafter.

### **Class I Nominees**

*Michael J. Small* has served as our President and Chief Executive Officer since February 2010. Mr. Small has more than 30 years of experience in the communications industry. From January 1999 until November 2009, Mr. Small served as the Chief Executive Officer and a Director of then-public Centennial Communications Corporation, a regional telecommunications service provider, where he was responsible for the strategic direction, financial well-being, and operational performance of the organization. From 1995 to 1998, Mr. Small served as Executive Vice President and Chief Financial Officer of 360 Degrees Communications Company. Prior to 1995, he served as President of Lynch Corporation, a diversified acquisition-oriented company with operations in telecommunications, manufacturing and transportation services. Mr. Small has served on the board of directors of First Midwest Bancorp. since 2010.

Mr. Small's specific qualifications, experience, skills and expertise include:

- Operating and management experience;
- Core business skills, including financial and strategic planning; and
- A deep understanding of our company and the telecommunications industry.

*Oakleigh Thorne* serves as the CEO of Thorndale Farm, LLC, which oversees investment of Thorne family assets. From 1996 to 2009, Mr. Thorne served as the Co-President of Blumenstein / Thorne Information Partners, LLC, a private equity and venture capital firm. From 2000 to 2007, Mr. Thorne served as Chairman and CEO of eCollege.com, a then-publicly traded provider of outsourced eLearning solutions, and he previously served as CEO of Commerce Clearing House Inc. Mr. Thorne currently serves as a director of Helix Education, Inc., Machinery Link, Inc. and ShopperTrak, in addition to various charitable organizations. Mr. Thorne served as a member of the board of directors of Aircell, our predecessor company, from 2003 until January 2007.

Mr. Thorne's specific qualifications, experience, skills and expertise include:

- Core business skills, including financial and strategic planning;
- Finance, financial reporting, compliance and controls expertise; and
- A deep understanding of our company and industry.

**Table of Contents****Continuing Directors***Class II Directors Terms Expiring at the 2015 Annual Meeting:*

*Ronald T. LeMay* has served as CEO of MachineryLink, Inc. (a farm equipment leasing and information services company) since March 2010. Mr. LeMay also served as Executive Chairman and as Chief Executive Officer of Last Mile Connections, Inc. (a network bandwidth exchange and solutions provider) from September 2005 and October 2006, respectively, until August 2009. Mr. LeMay has served as Chairman of October Capital (a private investment company) since February 2001 and Razorback Capital (a private investment company) since August 2006. Mr. LeMay serves in various board and executive capacities in the portfolio companies of October Capital and Razorback Capital. Mr. LeMay has also served as Managing Director of OpenAir Equity Partners (a venture capital firm formed to make early stage investments in wireless companies) since September 2008. Previously, Mr. LeMay served as Representative Executive Officer of Japan Telecom from November 2003 until the sale of the company in July 2004 and as President and Chief Operating Officer of Sprint Corporation from October 1997 until April 2003. Mr. LeMay was director of Imation from July 1996 (except for the period from August 5, 1997 to December 31, 1997) until his retirement from the board in May 2012. He is also a director of Allstate Corporation. Mr. LeMay has served as the Chairman of our board of directors since July 2006. He served as our Executive Chairman from July 2006 to June 2013, except during the period from July 2009 to February 2010, during which he served as our Chief Executive Officer.

Mr. LeMay's qualifications, experience, skills and expertise include:

Operating and management experience;

Core business skills, including financial and strategic planning; and

A deep understanding of our company, its history and culture and industry.

*Robert H. Mundheim* has been Of Counsel to Shearman & Sterling LLP since 2000. Since 2012, Mr. Mundheim has also served as a Professor of Corporate Law and Finance at the University of Arizona James E. Rogers College of Law. From 1992 to 1999, Mr. Mundheim was Executive Vice President and General Counsel of Salomon Inc. and Senior Executive Vice President and General Counsel of Salomon Smith Barney Holdings Inc., and prior to that, he was Co-Chairman of the New York law firm of Fried, Frank, Harris, Shriver & Jacobson LLP and University Professor of Law and Finance at the University of Pennsylvania Law School, where he taught since 1965 and served as Dean from 1982 to 1989. Mr. Mundheim has also served as General Counsel to the U.S. Treasury Department, Special Counsel to the Securities and Exchange Commission and Vice Chairman, Governor-at-Large and a member of the Executive Committee of the National Association of Securities Dealers. He previously served as Chairman of the board of directors of Quadra Realty Trust, Inc. and as a director of eCollege.com, Benjamin Moore & Co., Commerce Clearing House Inc., Arnhold & S. Bleichroeder Holdings, Inc., Hypo Real Estate Holding AG and First

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Pennsylvania Bank. Mr. Mundheim currently serves as a member of the Board of Trustees of New School University, a Trustee of the Curtis Institute of Music and a director of the Salzburg Global Seminar.

Mr. Mundheim's specific qualifications, experience, skills and expertise include:

Extensive experience and expertise on corporate governance matters;  
Core business skills, including financial and strategic planning; and  
Finance, compliance and controls expertise.

*Harris N. Williams* serves as Senior Managing Director of WF Holding Company LLC, a diversified asset management business. From 2005 to 2013, Mr. Williams was an executive with Ripplewood Holdings, LLC, a global private equity firm focused on control investments, serving as Managing Director since 2007. Prior to 2005, Mr. Williams was in the Investment Banking division of Credit Suisse, primarily focused on mergers and acquisitions and leveraged buyouts. Mr. Williams's industry areas of focus have included Technology, Media, Financial Services, Healthcare, Industrials and Hospitality on a global basis. Mr. Williams served on the board of directors of 3W Power Holdings Ltd. from 2011 to 2013, where he also served as Chairman of the Audit Committee, and served as a director of Reader's Digest Association Inc. from March 2007 to August 2009.

Mr. Williams's specific qualifications, experience, skills and expertise include:

Core business skills, including financial and strategic planning; and  
Expertise in financial management and financial reporting.

*Class III Directors - Terms Expiring at the 2016 Annual Meeting:*

*Robert L. Crandall* is the former chairman and CEO of AMR Corporation and American Airlines. Mr. Crandall is a director of, or a consultant to, several non-public companies. Mr. Crandall served as a member of the board of directors of Aircell from 2003 until January 2007.

Mr. Crandall's specific qualifications, experience, skills and expertise include:

Operating and management experience;  
Core business skills, including financial and strategic planning; and  
A deep understanding of the airline industry.

*Charles C. Townsend* founded Aloha Partners LP in 2001 and serves as its Managing General Partner. Mr. Townsend has also served as President and Chief Executive Officer of Aloha Partners II since March 2006 and from 2002 to 2008, served as President and Chief Executive Officer of Aloha Partners LP. Since January 2004, Mr. Townsend has also served as President of Pac 3, LLC.

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Mr. Townsend's specific qualifications, experience, skills and expertise include:

Core business skills, including financial and strategic planning; and  
A deep understanding of the telecommunications industry.

**Selecting Nominees for Director**

Our board has delegated to the Nominating and Corporate Governance Committee the responsibility for reviewing and recommending to the board nominees for director. In accordance with our Corporate Governance Guidelines, the Nominating and Corporate Governance Committee, in evaluating director candidates, recommends to the board appropriate criteria for the selection of new directors based on the strategic needs of the Company and the board, and periodically reviews the criteria adopted by the board and, if deemed desirable, recommends changes to such criteria.

The board seeks members from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. The board does not have a formal policy with respect to diversity and inclusion; however, it affirms the value placed on diversity within the Company. Diversity of experience is one of many factors the Nominating and Corporate Governance Committee considers when recommending director nominees to the board. The board often seeks members that have experience in positions with a high degree of responsibility or are, or have been, leaders in the companies or institutions with which they are, or were, affiliated, but may seek other members with different backgrounds, based upon the contributions they can make to the Company.

The Nominating and Corporate Governance Committee is responsible for recommending to the board nominees for election to the board at each annual meeting of shareholders and for identifying one or more candidates to fill any vacancies that may occur on the board. New candidates may be identified through recommendations from independent directors or members of management, search firms, discussions with other persons who may know of suitable candidates to serve on the board, and shareholder recommendations. Evaluations of prospective candidates typically include a review of the candidate's background and qualifications by the Nominating and Corporate Governance Committee, interviews with the committee as a whole, one or more members of the committee, or one or more other board members, and discussions within the committee and the full board. The Nominating and Corporate Governance Committee then recommends candidates to the full board, with the full board selecting the candidates to be nominated for election by the shareholders or to be elected by the board to fill a vacancy.

The Nominating and Corporate Governance Committee will consider director candidates proposed by shareholders as well as recommendations from other sources. Any shareholder who wishes to recommend a prospective candidate for the board of directors for consideration by the Nominating and Corporate Governance Committee may do so by submitting the name and qualifications of the prospective candidate in writing to the following



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address: Corporate Secretary, 1250 N. Arlington Heights Rd., Suite 500, Itasca, Illinois 60143. Any such submission should also describe the experience, qualifications, attributes and skills that make the prospective candidate a suitable nominee for the board of directors. Our Bylaws set forth the requirements for direct nomination of an individual by a shareholder for election to the board of directors.

## **Director Independence**

Under the NASDAQ listing standards, independent directors must comprise a majority of a listed company's board of directors. In addition, the listing standards of NASDAQ require that, subject to specified exceptions, each member of a listed company's audit, compensation and nominating and corporate governance committees be independent. In order to consider a director independent, the board of directors must affirmatively determine that he or she has no material relationship with Gogo Inc. and is independent under the independence criteria for directors established by NASDAQ, Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act) and the independence criteria adopted by the board of directors. The independence criteria adopted by the board are set forth in the Company's Corporate Governance Guidelines.

The board undertook an annual review of director independence in March 2014. As part of this review, the board considered whether there were any relationships between each director or any member of his or her immediate family and the Company. The board also examined whether there were any relationships between an organization of which a director is a partner, shareholder or executive officer and the Company. The purpose of this review was to determine whether any such relationships were inconsistent with a determination that a director is independent. As a result of this review, the board affirmatively determined that the following directors are independent directors: Robert Crandall, Robert Mundheim, Oakleigh Thorne, Charles Townsend and Harris Williams. Accordingly, five of our seven directors are independent, and two of the three directors serving on the Audit Committee satisfy the independence requirements of the NASDAQ and the SEC relating to directors and Audit Committee members. Beginning in June 2014, under applicable NASDAQ rules, our Audit Committee will be required to consist of at least three directors, each of whom must be independent under Rule 10A-3 under the Exchange Act. Mr. Thorne was not determined to be independent under Rule 10A-3 under the Exchange Act due to his status as an affiliate of the Company as a result of his direct and indirect ownership of the Company's voting securities.

## **Executive Sessions of Our Non-Management Directors**

The Chairman of the Board and the full board separately have authority to require the board to meet in executive sessions outside the presence of management. The independent directors meet at regularly scheduled executive sessions without management not less frequently than once per quarter.

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### **Board Leadership Structure**

As noted in our Corporate Governance Guidelines, the board has no policy with respect to the separation of the offices of Chairman and Chief Executive Officer. The board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and Chief Executive Officer in any way that is in the best interests of the Company at a given point in time. Mr. LeMay currently serves as the Chairman of our Board.

### **Board's Role in Risk Oversight**

Our board is responsible for overseeing our risk management. Under its charter, the Audit Committee is responsible for reviewing and discussing the Company's risk management practices, including the effectiveness of the systems and policies for risk assessment and risk management, the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, any unusual material transactions and management, internal auditor and independent auditor reviews of the Company's Foreign Corrupt Practices Act policies, procedures and monitoring. The Audit Committee also oversees our corporate compliance and ethics programs, as well as the internal audit function. The board's other independent committees oversee risks associated with their respective areas of responsibility. For example, the Compensation Committee considers the risks associated with our compensation policies and practices, with respect to both executive compensation and compensation generally. In addition to the committees' work in overseeing risk management, our full board regularly engages in discussions of the most significant risks that the Company is facing and how these risks are being managed, and the board receives reports on risk management from senior officers of the Company and from the committee chairs. The board reviews periodic assessments from the Company's ongoing enterprise risk management process that are designed to identify potential events that may affect the achievement of the Company's objectives.

The Company's Executive Vice President, General Counsel and Secretary reports directly to our Chief Executive Officer, providing him with visibility into the Company's risk profile. The head of the Company's internal audit functions regularly reports to the Audit Committee, and each of the General Counsel and head of internal audit have regularly scheduled private sessions with the Audit Committee. The board of directors believes that the work undertaken by the committees of the board, together with the work of the full board of directors and our management, enables the board of directors to effectively oversee the Company's risk management function.

### **Corporate Governance Guidelines, Committee Charters and Code of Business Conduct**

Our Corporate Governance Guidelines are available on the corporate governance section of our investor relations website at [www.ir.gogoair.com](http://www.ir.gogoair.com). The charters for each of the Audit, Compensation and Nominating and Corporate Governance Committees also are available on our investor relations website.

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We have a long-standing commitment to conduct our business in accordance with high ethical principles. Our Code of Business Conduct and Ethics is the Company's code-of-ethics document applicable to our directors, chief executive officer, chief financial officer, controller and all other officers and employees. Our Code of Financial Ethics applies to the Company's chief executive officer, chief financial officer, controller and any other employees performing finance or accounting functions. Copies of the Corporate Governance Guidelines, the Code of Business Conduct and Ethics and the Code of Financial Ethics may also be accessed without charge on the investor relations portion of our website at [www.ir.gogoair.com](http://www.ir.gogoair.com).

**Committees of the Board**

Our board of directors has three committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The following table shows the current members of each committee and the number of meetings held during fiscal 2013.

<b>Director</b>	<b>Audit</b>	<b>Compensation</b>	<b>N&amp;CG</b>
Robert L. Crandall	ü		
Ronald T. LeMay			ü
Robert H. Mundheim		ü*	ü
Oakleigh Thorne	ü	ü	ü*
Charles C. Townsend		ü	
Harris N. Williams	ü*		
<b>Number of meetings</b>	<b>5</b>	<b>10</b>	<b>2</b>

ü= current committee member; \* = chair

*Audit Committee.* Our Audit Committee is responsible, among its other duties and responsibilities, for overseeing our accounting and financial reporting processes, the audits of our financial statements, the qualifications and independence of our independent registered public accounting firm, the effectiveness of our internal control over financial reporting and the performance of our internal audit function and independent registered public accounting firm. Our Audit Committee reviews and assesses the qualitative aspects of our financial reporting, our processes to manage business and financial risks, and our compliance with significant applicable legal, ethical and regulatory requirements. Our Audit Committee is directly responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm.

During fiscal 2013, the Audit Committee held five meetings. Each member of our Audit Committee meets the independence requirements of the NASDAQ and is financially literate, and Mr. Crandall and Mr. Williams are independent directors under Rule 10A-3 under the Exchange Act. Beginning in June 2014, under applicable NASDAQ rules, our Audit Committee will be required to consist of at least three directors, each of whom must be independent under Rule 10A-3 under the Exchange Act. Mr. Thorne was not determined to be

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independent under Rule 10A-3 under the Exchange Act due to his status as an affiliate of the Company as a result of his direct and indirect ownership of the Company's voting securities. Our board has determined that Mr. Crandall is an audit committee financial expert as defined by the SEC.

*Compensation Committee.* Our Compensation Committee is responsible, among its other duties and responsibilities, for reviewing and approving all forms of compensation to be provided to, and employment agreements with, the executive officers and directors of the Company and its subsidiaries (including the Chief Executive Officer), establishing the general compensation policies of our company and its subsidiaries and reviewing, approving and overseeing the administration of the employee benefits plans of the Company and its subsidiaries. Our Compensation Committee also periodically reviews management development and succession plans.

During fiscal 2013, the Compensation Committee held 10 meetings. Each member of our Compensation Committee meets the independence requirements of the NASDAQ and is an outside director under Section 162(m) of the Internal Revenue Code. If all directors serving on the Compensation Committee do not meet the non-employee director requirements of SEC Rule 16b-3, the Compensation Committee will delegate to a special Section 16b-3 subcommittee consisting of those Compensation Committee members who meet such requirements the authority to approve grants of equity-based compensation subject to Section 16(b) of the Securities Act. For additional information about the Compensation Committee's processes and the role of executive officers and compensation consultants in determining compensation, see Executive Compensation Compensation Discussion and Analysis.

The Compensation Committee retained Deloitte Consulting LLP during 2013 to advise how our current and proposed executive compensation programs compare with the executive compensation programs and practices of typical post-IPO companies and on our proposed approach to implementing executive change in control contract provisions. The aggregate fees paid to Deloitte Consulting LLP by the Company for its services provided in 2013 in connection with our executive compensation programs were \$96,793. Affiliates of Deloitte Consulting LLP performed audit and tax services for us in 2013. The aggregate fees earned by Deloitte & Touche LLP for audit services provided to the Company in 2013 were \$1,456,341. The aggregate fees earned by Deloitte Tax LLP for tax services provided to the Company in 2013 were \$115,515. The aggregate fees earned by Deloitte & Touche Products Company LLC in 2013 for the online accounting research tool provided to the Company were \$2,200. The decision to engage Deloitte Consulting LLP for executive compensation services was recommended by management and approved by the Compensation Committee, and the engagement of an affiliate of Deloitte & Touche LLP to provide non-audit services was approved by the Audit Committee. After a review of the factors prescribed by the SEC and the Public Company Accounting Oversight Board, the Company determined that Deloitte Consulting LLP is an independent advisor under the rules and regulations and that given the nature and scope of the services provided by affiliates of Deloitte Consulting LLP, these additional services did not raise a conflict of interest and did not impair the ability of Deloitte

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Consulting LLP to provide independent advice to the Compensation Committee concerning executive compensation matters. In making this determination, the Company considered, among other things, the following factors: (i) the types of non-compensation services provided by affiliates, (ii) the amount of fees for such non-compensation services, in particular the fact that such fees are negligible when considered in the context of the affiliates' total revenues for the period, (iii) the policies and procedures of Deloitte Consulting LLP concerning conflicts of interest and independence, (iv) Deloitte representatives who advise the Compensation Committee do not provide any non-compensation related services to Gogo, (v) there are no other business or personal relationships between Gogo management or members of the Compensation Committee, on the one hand, and any Deloitte representatives who provide compensation services to Gogo, on the other hand, and (vi) neither Deloitte Consulting LLP nor any of the Deloitte representatives who provide compensation services to Gogo own any common stock or other securities of Gogo.

In January 2014, the Compensation Committee retained Compensation Strategies, Inc., to provide executive compensation consulting services to the Committee.

*Nominating and Corporate Governance Committee.* Our Nominating and Corporate Governance Committee is responsible, among its other duties and responsibilities, for identifying and recommending candidates to the board for election to our board (including candidates proposed by stockholders), reviewing the composition of the board and its committees, developing and recommending to the board corporate governance guidelines that are applicable to us, and overseeing board and board committee evaluations.

During fiscal 2013, the Nominating and Corporate Governance Committee held two meetings. Mr. Mundheim and Mr. Thorne are independent directors under the applicable NASDAQ rules. Beginning in June 2014, under applicable NASDAQ rules, our Nominating and Corporate Governance Committee will be required to consist of all independent directors. Mr. LeMay was not determined to be independent under the applicable NASDAQ rules due to his prior role as Executive Chairman of the Company.

### **Meetings of the Board of Directors and Attendance at the Annual Meeting**

Our board of directors held 12 meetings during fiscal 2013. Each of our directors attended at least 75% of the total number of meetings of the board and any committees of which he was a member. It is the board's policy that our directors attend our annual meetings. The Annual Meeting is the Company's first annual meeting since becoming a public company during fiscal 2013.

### **Plurality Voting for Directors and Director Resignation Policy**

The Company's Bylaws provide for the election of directors by a plurality of the votes cast. This means that the two individuals nominated for election to the board of directors who receive the most "FOR" votes (among votes properly cast in person, electronically or by proxy) will be elected.

**Table of Contents****Succession Planning and Management Development**

We are focused on talent development at all levels within our organization. Among the Compensation Committee's key responsibilities is to ensure that management establishes and the committee oversees an effective executive succession plan. The board regularly reviews the succession plans that support our overall business strategy, with a focus on key positions at the senior officer level. The board recognizes that succession planning and talent management are closely connected to risk management. Potential leaders are given exposure and visibility to board members through formal presentations and informal events. More broadly, the board is regularly updated on key talent indicators for the overall workforce, including through diversity, recruiting and development programs.

**Executive Officers**

Our executive officers are designated by, and serve at the discretion of, our board of directors. There are no family relationships among any of our directors or executive officers. Our executive officers are as follows:

<b>Executive Officer</b>	<b>Age</b>	<b>Position</b>
Michael J. Small	56	Director, President and Chief Executive Officer
Norman Smagley	55	Executive Vice President and Chief Financial Officer
Ash A. ElDifrawi	47	Executive Vice President and Chief Commercial Officer
Marguerite M. Elias	59	Executive Vice President, General Counsel and Secretary
John Wade	51	Executive Vice President and General Manager, Business Aviation
Anand K. Chari	46	Executive Vice President, Engineering and Chief Technology Officer
Jonathan B. Cobin	40	Senior Vice President of Strategy and Operations Management
John B. Happ	58	Senior Vice President, North American Sales
Niels Steenstrup	48	Senior Vice President, Global Airline Sales
Thomas E. McShane	59	Vice President, Controller and Chief Accounting Officer

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Mr. Small's biography and related information may be found above at Directors, Executive Officers and Corporate Governance-Class I Nominees. The following is biographical information for our other executive officers:

*Norman Smagley* has served as our Chief Financial Officer since September 2010. Mr. Smagley brings 20 years of experience as a chief financial officer for both public and private companies across many industries, with experience at technology, financial services, pharmaceutical, retail, industrial and publishing companies. Most recently, Mr. Smagley served as Senior Vice President and Chief Financial Officer of Rand McNally, a publisher of maps, atlases and other reference materials, from May 2002 to March 2010. Mr. Smagley received both his Master's Degree in Finance and his Bachelor's degree in Economics from The Wharton School of the University of Pennsylvania.

*Ash A. ElDifrawi* joined us in October 2010. Prior to joining Gogo, from April 2008 to October 2010, he served as Chief Marketing Officer of Hayneedle Inc., a leading online retailer of home products. From May 2007 to March 2008, Mr. ElDifrawi was a Director of Brand Advertising at Google Inc., responsible for all CPM-based revenue. From January 2004 to February 2007, he was a Managing Director, Global Enjoyment Platform, at Wrigley Company, where he oversaw a \$1 billion portfolio of brands globally. Prior to his tenure at Wrigley, Mr. ElDifrawi was a management consultant at McKinsey & Company. Mr. ElDifrawi earned both his Bachelor's degree in Biology and Master's degree in Sociology from the University of Chicago, and went on to gain his doctorate in Clinical Psychology from the Chicago School of Psychology. In May of 2008 Mr. ElDifrawi entered into a settlement agreement with the U.S. Department of Health and Human Services in settlement of alleged civil violations of the Social Security Act relating to alleged fraudulent claims by Mr. ElDifrawi's former psychology practice prior to April 30, 2003. Mr. ElDifrawi agreed to pay a settlement amount and to be excluded from participation in any federally funded health care programs and similar state programs, with eligibility for reinstatement beginning five years after the settlement date. The settlement agreement contained no findings of wrongdoing on the part of Mr. ElDifrawi, nor did it contain any admission of wrongdoing by Mr. ElDifrawi, nor was his license suspended or revoked.

*Marguerite M. Elias* joined us in September 2007. From June 2004 until July 2007, Ms. Elias served as Senior Vice President and General Counsel of eCollege.com, a publicly traded provider of outsourced eLearning solutions where she was responsible for all legal and compliance issues, managed the human resources function and was a member of senior management. Ms. Elias was in private practice for 15 years at Skadden, Arps, Slate, Meagher & Flom and Katten Muchin Rosenman, where she specialized in federal securities law, corporate finance, and mergers and acquisitions for clients across a broad spectrum of industries. Since 2007, Ms. Elias has served on the board of directors of Helix Education, Inc. Ms. Elias is a member of the American Law Institute. Ms. Elias received a Bachelor of Arts degree in Economics from Northwestern University and a Juris Doctor from Loyola University of Chicago School of Law.

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*Anand K. Chari* joined Aircell, Inc. in 2003 as a consultant. From July 2006 to July 2011, he served as Vice President of Engineering. In July 2011, he became our Chief Technical Officer and Senior Vice President, Engineering, and in February 2013, he was promoted to Executive Vice President and Chief Technology Officer and brings over 20 years of experience in the wireless communications and telecom industry with him to this position. Prior to joining Aircell, Mr. Chari founded and served as President of Simma Technologies Inc., a technology and management consulting company. He also served as Vice President of Sales and Business Development at ISCO International, Director of Business Development at 3Com, Director of Advanced Technology at Ameritech, and Manager at Telephone and Data Systems. Mr. Chari received his Master of Business Administration degree from University of Chicago, his Master of Science degree in Computer Engineering from Iowa State University, and a Bachelor of Science degree in Electronics and Communications Engineering from National Institutes of Technology, Trichy, India.

*John Wade* joined us in November 2008. Prior to joining Gogo, Mr. Wade served as Chief Technical Officer and General Manager of in-flight mobile phone and internet provider OnAir, from February 2005 to November 2008. He was responsible for all of OnAir's internet business, including sales, strategy, customer relationship management and product development. Mr. Wade has more than 20 years of experience in the avionics and in-flight communications industries, having also held positions at in-flight internet and connectivity services provider Tenzing Communications, as well as PRIMEX Aerospace Company and GEC Marconi In-Flight Systems. Mr. Wade received his education at the University of Brighton, U.K., where he earned a First Class B Engineering Honors Degree in Electronic Engineering.

*Jonathan B. Cobin* joined us in April 2010. From September 2003 to January 2010, Mr. Cobin was employed by Centennial Communications, a regional telecommunications service provider, principally in the role of Vice President Strategic Planning. Previously, Mr. Cobin held positions of increasing responsibility as a strategy consultant at Dean & Company and in the investment banking group at J.P. Morgan. He received his Master's degree in Business Administration from the Stanford University Graduate School of Business and a Bachelor of Arts from Dartmouth College.

*John B. Happ* joined us in April 2008. Mr. Happ has more than 20 years of airline industry experience, most recently serving as Senior Vice President of Marketing and Planning at Frontier Airlines, from August 2005 to January 2008. Mr. Happ has also worked in executive capacities at ATA, Hawaiian, Continental and Singapore Airlines. He earned a Bachelor of Science degree from San Diego State University.

*Niels Steenstrup* joined us in July 2009. From 2007 to 2009, Mr. Steenstrup served as Vice President, Online Strategy at Fidelity Investments, where he led various product management initiatives of next generation web offerings. Prior to that, Mr. Steenstrup worked at Connexion by Boeing, where he led marketing and sales activities for Europe, the Middle East and the Americas. Mr. Steenstrup has also held positions involving building, launching,



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and marketing online services and technology products and driving their adoption at Reuters, Bank of America, McKinsey & Company and Goldman Sachs. Mr. Steenstrup is a graduate of Rensselaer Polytechnic Institute and holds an MBA from the Kellogg School of Management.

*Thomas McShane* joined us in September 2011. From July 2010 to September 2011, Mr. McShane was a self-employed financial consultant, during which period he served as Interim Corporate Controller for Pregis Corporation. From April 2003 to July 2010, he was Vice President, Corporate Controller at Pliant Corporation, an international manufacturer and distributor of plastic film and flexible packaging materials to the food, personal care, industrial and agricultural markets. Prior to that, Mr. McShane was with Arthur Andersen for 25 years, where most recently he was a Partner and Director of Global Financial Planning and Analysis. Mr. McShane is a Registered Certified Public Accountant and received his Economics degree from DePauw University.

## **Policies and Procedures for Related Person Transactions**

We have adopted a related person transactions policy pursuant to which our executive officers, directors and principal stockholders, including their immediate family members, will not be permitted to enter into a related person transaction with us without the consent of our Audit Committee, another independent committee of our board or the full board. Any request for us to enter into a transaction with an executive officer, director, principal stockholder or any of such persons' immediate family members, in which the amount involved exceeds \$120,000, will be required to be presented to our Audit Committee for review, consideration and approval. All of our directors, executive officers and employees will be required to report to our Audit Committee any such related person transaction. In approving or rejecting the proposed transaction, our Audit Committee will take into account, among other factors it deems appropriate, whether the proposed related person transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, the extent of the related person's interest in the transaction and, if applicable, the impact on a director's independence. Under the policy, if we should discover related person transactions that have not been approved, our Audit Committee will be notified and will determine the appropriate action, including ratification, rescission or amendment of the transaction.

## **Related Person Transactions**

### ***Registration Rights Agreement***

On December 31, 2009, we entered into a registration rights agreement (the "Registration Rights Agreement") with certain of our stockholders party thereto, including certain entities affiliated with Oakleigh Thorne. The following description of the terms of the Registration Rights Agreement is intended as a summary only and is qualified in its entirety by reference to the Registration Rights Agreement filed as an exhibit to our 2013 Annual Report on Form 10-K. The registration of shares of our common stock pursuant to the exercise

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of registration rights described below would enable the holders to trade these shares without restriction under the Securities Act when the applicable registration statement is declared effective. We will pay the registration expenses, other than underwriting discounts and commissions and certain counsel or advisor fees as described therein, of the shares registered pursuant to the demand and piggyback registrations described below.

The demand and piggyback registration rights described below commenced 180 days after the closing of our initial public offering and with respect to shareholders who held our Class A Senior Convertible Preferred Stock prior to it being converted into our common stock will be in effect for the eighteen months following the commencement date, while the registration rights for our other stockholders with such rights shall continue perpetually. We are not required to effect more than two demand registrations in any 12-month period or any demand registration within 180 days following the date of effectiveness of any other registration statement. If the board of directors (or an authorized committee thereof), in its reasonable good faith judgment determines that the filing of a registration statement will materially affect a significant transaction or would force the company to disclose confidential information which is adverse to the Company's interest, then the board of directors may delay a required registration filing for periods of up to 90 days, so long as the periods do not aggregate to more than 120 days in a twelve-month period. Generally, in an underwritten offering, the managing underwriter has the right, subject to specified conditions, to limit the number of shares such holders may include.

*Demand Registration Rights.* Under the terms of the Registration Rights Agreement, shareholders that are a party to the agreement may, under certain circumstances and provided they meet certain thresholds described in the Registration Rights Agreement, make a written request to us for the registration of the offer and sale of all or part of the shares subject to such registration rights ( Registrable Securities ). If we are eligible to file a registration statement on Form S-3 or any successor form with similar short-form disclosure requirements, the holders of Registrable Securities may make a written request to us for the registration of the offer and sale of all or part of the Registrable Securities provided that the Registrable Securities to be registered under such short-form registration have an aggregate market value, based upon the offering price to the public, equal to at least \$15.0 million.

*Piggyback Registration Rights.* If we register the offer and sale of any of our securities (other than a registration statement relating to an initial public offering or on Form S-4 or S-8 or any successor form for securities to be offered in a transaction of the type referred to in Rule 145 under the Securities Act or to employees of the Company pursuant to any employee benefit plan, respectively) either on our behalf or on the behalf of other security holders, the holders of the Registrable Securities under the Registration Rights Agreement are entitled to include their Registrable Securities in the registration subject to certain exceptions relating to employee benefit plans and mergers and acquisitions. The managing underwriters of any underwritten offering may limit the number of Registrable Securities included in the underwritten offering if the underwriters believe that including these shares would have a materially adverse effect on the offering. If the number of Registrable Securities is limited by

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the managing underwriter, the securities to be included first in the registration will depend on whether we or certain holders of our securities initiate the piggyback registration. If we initiate the piggyback registration, we are required to include in the offering (i) first, the securities we propose to sell and (ii) second, the Registrable Securities requested to be included in such registration, pro rata among the holders of such Registrable Securities on the basis of the number of Registrable Securities owned by each such holder. If the holder of Registrable Securities initiates the piggyback registration, it is required to include in the offering (i) first, the Registrable Securities requested to be included in such registration, pro rata among the holders of such Registrable Securities on the basis of the number of Registrable Securities owned by each such holder and (ii) second, the securities we propose to sell.

## ***Indemnification Agreements***

Our Certificate of Incorporation contains provisions permitted under Delaware General Corporation Law relating to the liability of directors. These provisions eliminate a director's personal liability to the fullest extent permitted by the Delaware General Corporation Law for monetary damages resulting from a breach of fiduciary duty, except in circumstances involving any breach of the director's duty of loyalty, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, under Section 174 of the Delaware General Corporation Law (unlawful dividends), or any transaction from which the director derives an improper personal benefit. The principal effect of the limitation on liability provision is that a stockholder will be unable to prosecute an action for monetary damages against a director unless the stockholder can demonstrate a basis for liability for which indemnification is not available under the Delaware General Corporation Law. These provisions, however, should not limit or eliminate our rights or any stockholder's rights to seek non-monetary relief, such as an injunction or rescission, in the event of a breach of a director's fiduciary duty. These provisions will not alter a director's liability under federal securities laws. The inclusion of this provision in our Certificate of Incorporation may discourage or deter stockholders or management from bringing a lawsuit against directors for a breach of their fiduciary duties, even though such an action, if successful, might otherwise have benefited us and our stockholders.

Our Bylaws require us to indemnify and advance expenses to our directors and officers to the fullest extent permitted by the Delaware General Corporation Law and other applicable law, except in certain cases of a proceeding instituted by the director or officer without the approval of our board. Our Bylaws provide that we are required to indemnify our directors and executive officers, to the fullest extent permitted by law, for all judgments, fines, settlements, legal fees and other expenses incurred in connection with pending or threatened legal proceedings because of the director's or officer's positions with us or another entity that the director or officer serves at our request, subject to various conditions, and to advance funds to our directors and officers to enable them to defend against such proceedings.

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We have also entered into an indemnification agreement with each of our directors and executive officers. The indemnification agreements provide our directors and executive officers with contractual rights to the indemnification and expense advancement rights provided under our Bylaws, as well as contractual rights to additional indemnification as provided in the indemnification agreement.

**Communications with the Board**

Stockholders who wish to contact our board may send written correspondence, in care of the Corporate Secretary, to 1250 N. Arlington Heights Rd., Suite 500, Itasca, Illinois 60143. Communications may be addressed to an individual director, to the non-management directors as a group, or to the board as a whole, marked as confidential or otherwise. Communications not submitted confidentially which are addressed to directors that discuss business or other matters relevant to the activities of our board will be preliminarily reviewed by the office of the Secretary and then distributed either in summary form or by delivering a copy of the communication. Communications marked as confidential will be distributed, without review by the office of the Secretary, to the director, or group of directors, to whom they are addressed. With respect to other correspondence received by the Company that is addressed to one or more directors, the board has requested that the following items not be distributed to directors, because they generally fall into the purview of management, rather than the board: junk mail and mass mailings, product and services complaints, product and services inquiries, résumés and other forms of job inquiries, solicitations for charitable donations, surveys, business solicitations and advertisements.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table indicates information as of March 31, 2014 regarding the beneficial ownership of our common stock by:

- each person, or group of persons, who is known to beneficially own more than 5% of any class of our common stock;
- each of our directors;
- each of the named executive officers; and
- all of our directors and executive officers as a group.

In accordance with SEC rules, beneficial ownership includes sole or shared voting or investment power with respect to securities and includes the shares issuable pursuant to stock options that are exercisable within 60 days of the determination date, which in the case of the following table is March 31, 2014. Shares issuable pursuant to stock options are deemed outstanding for computing the percentage of the person holding such options but are not deemed outstanding for computing the percentage of any other person. Under these rules, one or more persons may be a deemed beneficial owner of the same securities and a person may be deemed a beneficial owner of securities to which such person has no economic interest. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to applicable community property laws.

The percentage of beneficial ownership is based on 85,043,412 shares of our common stock outstanding as of March 31, 2014.

Information with respect to beneficial ownership has been furnished by each director, officer, or beneficial owner of more than 5% of the shares of our common stock. Except as otherwise noted below, the address for each person listed on the table is c/o Gogo Inc., 1250 N. Arlington Heights Rd., Suite 500, Itasca, Illinois 60143.

<b>Name of Beneficial Owner</b>	<b>Number of Shares</b>	<b>Percent</b>
<b>5% Stockholders</b>		
Oakleigh Thorne and affiliated entities <sup>(1)(2)(3)</sup>	24,792,841	29.2%
SAC Capital Advisors LP & CR Intrinsic Investors LLC	4,545,508	5.3%
<b>Directors and Named Executive Officers</b>		
Ronald T. LeMay <sup>(2)(3)</sup>	2,865,696	3.4%
Michael J. Small <sup>(2)</sup>	1,000,190	1.2%
Norman Smagley <sup>(2)</sup>	133,900	0.2%
Ash A. ElDifrawi <sup>(2)</sup>	180,750	0.2%
Anand K. Chari <sup>(2)</sup>	101,648	0.1%
John Wade <sup>(2)</sup>	113,820	0.1%
Robert L. Crandall <sup>(2)(3)</sup>	53,972	0.1%
Robert H. Mundheim <sup>(2)(3)</sup>	96,086	0.1%

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<b>Name of Beneficial Owner</b>	<b>Number of Shares</b>	<b>Percent</b>
Oakleigh Thorne <sup>(1)(2)(3)</sup>	24,792,841	29.2%
Charles C. Townsend <sup>(2)(3)</sup>	1,625,212	1.9%
Harris N. Williams <sup>(2)(3)</sup>	13,858	*
All directors and executive officers as a group (16 persons) <sup>(1)(2)(3)</sup>	31,274,329	35.9%

\* Represents beneficial ownership of less than one percent (1%).

(1) Includes 139,536 shares of our common stock held by OAP, LLC, 68,248 shares of our common stock held by the Oakleigh B. Thorne November 2013 3-Year Annuity Trust, 156,921 shares of our common stock held by the Oakleigh B. Thorne 2013 2-Year Annuity Trust, 191,575 shares of our common stock held by the Oakleigh B. Thorne 2012 2-Year Annuity Trust, 52,709 shares of our common stock held by the Oakleigh B. Thorne May 2012 2-Year Annuity Trust and 220,827 shares of our common stock held by the Oakleigh B. Thorne September 2012 2-Year Annuity Trust.

Includes 420,314 shares of our common stock held by the Caroline A. Wamsler Trust created under the Honore T. Wamsler September 11, 1984 Trust, 417,372 shares of our common stock held by the Irene W. Banning Trust created under the Honore T. Wamsler September 11, 1984 Trust, 1,231,791 shares of our common stock held by the Oakleigh L. Thorne Trust Under Agreement dated 12/15/76 and 386,423 shares of our common stock held by the Pauline W. Joerger Trust created under the Honore T. Wamsler September 11, 1984 Trust. Mr. Thorne is a co-trustee of each of the foregoing trusts and each of the trusts has entered into a service agreement with Thorndale Farm, LLC, of which Mr. Thorne is the CEO. As such, Mr. Thorne may be deemed to have beneficial ownership of the shares held by each such trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

Includes 2,844,744 shares of our common stock held by the Trust Under Will of O.L. Thorne FBO Charlotte T. Bordeaux, 2,457,745 shares of our common stock held by the Trust Under Will of O.L. Thorne FBO Oakleigh B. Thorne, 973,169 shares of our common stock held by the Oakleigh L. Thorne Trust Under Agreement FBO Oakleigh B. Thorne, 1,103,607 shares of our common stock held by the Oakleigh L. Thorne Trust Under Agreement FBO Charlotte T. Bordeaux, 639,461 shares of our common stock held by the Oakleigh B. Thorne Dynasty Trust 2011 and 259,522 shares of our common stock held by the Charlotte Bordeaux Dynasty Trust 2011. Mr. Thorne is the co-trustee of each of the foregoing trusts and each of the trusts has entered into a service agreement with Thorndale Farm, LLC, of which Mr. Thorne is the CEO. As such, Mr. Thorne may be deemed to have beneficial ownership of the shares held by such trusts. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

Includes, for purposes of beneficial ownership prior to the offering and beneficial ownership after the offering, respectively, 314,127 shares of our common stock held by the Oakleigh B. Thorne 2011 3-Year Annuity Trust and 757,034 shares of our common stock held by the 2005 Restatement of the Oakleigh Thorne Trust dated June 23, 1997. Mr. Thorne is the trustee of each of the foregoing trusts and each of the trusts has entered into a service agreement with Thorndale Farm, LLC, of which Mr. Thorne is the CEO. As such, Mr. Thorne may be deemed to have beneficial ownership of the shares held by such trusts. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

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Includes 5,833,425 shares of our common stock held by TACA Thorne LLC and 5,763,000 shares of our common stock held by TACA II Thorne LLC. The shares owned directly by each of TACA Thorne LLC and TACA II Thorne LLC are beneficially owned indirectly by OTAC (Thorne) LLC, the managing member of TACA Thorne LLC and TACA II Thorne LLC. Mr. Thorne is the manager and sole member of OTAC LLC and as such may be deemed to have beneficial ownership of the shares held by TACA Thorne LLC and TACA II Thorne LLC. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

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Includes 9,966 shares of our common stock held by Irene Banning, 33,891 shares held by Pauline Joerger, 143,266 shares of our common stock held by the Oakleigh Thorne GST Trust III, 105,439 shares of our common stock held by the Eliza Thorne Blue Revocable Trust, 87,243 shares of our common stock held by Henry F. Thorne, 87,243 shares of our common stock held by the Jonathan Thorne Revocable Trust and 89,375 shares of our common stock held by Jonathan Thorne. Each of the foregoing holders has entered into a service agreement with Thorndale Farm, LLC, of which Mr. Thorne is the CEO. As such, Mr. Thorne may be deemed to have beneficial ownership of the shares held by such entities.

Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

The address of each of the foregoing persons or entities is c/o Thorndale Farm, LLC, P.O. Box 258, Millbrook, NY 12545.

- (2) Includes shares of our common stock issuable upon the exercise of options granted pursuant to our equity compensation plans, which were unexercised as of March 31, 2014 but were exercisable within a period of 60 days from such date. These amounts include the following number of shares of our common stock for the following individuals: Mr. LeMay 351,572; Mr. Crandall 45,038; Mr. Mundheim 20,318; Mr. Thorne 4,868; Mr. Townsend 4,868; Mr. Williams 4,868; Mr. Small 912,271; Mr. Smagley 133,900; Mr. Chari 79,310; Mr. ElDifrawi 180,250; Mr. Wade 107,120; all executive officers and directors as a group 2,107,807.
- (3) Excludes the following shares of our common stock issuable upon settlement of outstanding deferred stock units: Mr. LeMay 2,421; Mr. Crandall 2,223; Mr. Mundheim 1,615; Mr. Thorne 2,284; Mr. Townsend 1,615; Mr. Williams 1,615; all directors and officers as a group 11,773. Deferred stock units are settled 90 days after the director ceases to serve as such.



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**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires the Company's directors and executive officers, and persons who own more than 10% of a registered class of the Company's equity securities, to file with the SEC initial reports and reports of change in ownership in the Company's common stock and other equity securities. Officers, directors and greater than 10% stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations from the Company's officers and directors, all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% beneficial owners were complied with during fiscal 2013.

**Table of Contents****EXECUTIVE COMPENSATION****Compensation Discussion and Analysis***Introduction*

In this *Compensation Discussion and Analysis*, we provide an overview of the Company's executive compensation program, including a discussion of the compensation philosophy of the Compensation Committee of our board of directors (the "Compensation Committee"). We also review the material elements of compensation earned by or paid to our named executive officers (each a "NEO") in 2013, and discuss and analyze the compensation decisions made by the Compensation Committee in 2013.

Our NEOs discussed in this *Compensation Discussion and Analysis* and the related compensation tables are the officers listed in the table below.

<b>Name</b>	<b>Title</b>
Michael Small	President and Chief Executive Officer
Norman Smagley	Executive Vice President and Chief Financial Officer
Anand Chari	Executive Vice President and Chief Technical Officer
Ash EIDifrawi	Executive Vice President and Chief Commercial Officer
John Wade	Executive Vice President and General Manager, Business Aviation

The Compensation Committee has overall responsibility for approving the compensation program for our NEOs and makes all final compensation decisions regarding our NEOs. The Compensation Committee works to ensure that our compensation policies and practices are consistent with our values and support the successful recruitment, development and retention of executive talent so we can achieve our business objectives and optimize our long-term financial returns.

*Executive Summary*

Our compensation programs are intended to align our NEOs' interests with those of our stockholders by rewarding performance that meets or exceeds the goals the Compensation Committee establishes with the objective of increasing long-term stockholder value and to support the shorter term business goals we believe are necessary to effect such an increase. In line with our pay for performance philosophy, the total compensation received by our NEOs will vary based on corporate performance achievement and operational goals. Our NEOs' total compensation is comprised of a mix of base salary, annual incentive compensation and long-term equity awards.

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During 2013, our shorter term financial goals were growing our revenues and achieving earnings targets. Our overall corporate performance objectives, which we established in the context of and viewed as critical to achieving the financial goals, were focused on achieving aircraft installation goals at our commercial aviation North America (or CA-NA) segment and our commercial aviation rest of world (or CA-ROW) segment, raising average service revenue per aircraft at our business aviation (or BA) segment through various actions including introduction of new products and services, improving customer satisfaction at CA-NA, developing Gogo Text & Talk, making progress in providing operational applications in CA-NA, continuing our global expansion and obtaining the funding required to support operational plans.

As context for the compensation of our NEOs in 2013, we provide below some highlights of our financial and operating performance during the year:

Our consolidated revenue increased to \$328.1 million for the year ended December 31, 2013 as compared with \$233.5 million during the prior year.

As of December 31, 2013, the CA-NA segment had 2,032 commercial aircraft online as compared with 1,811 as of December 31, 2012.

As of December 31, 2013, the BA segment had 5,165 aircraft online with Iridium satellite communications systems and 2,047 Gogo Biz systems online as compared with 5,030 and 1,455 respectively, as of December 31, 2012.

We completed our first installation of Ku satellite-based equipment on Delta Airlines' international fleet. Our CA-ROW signed an agreement with Japan Airlines and a memorandum of understanding with AeroMexico to provide connectivity services on aircraft operated by such airlines.

We completed the initial public offering of our common stock.

During 2013, we made compensation decisions and adjustments to elements of our compensation programs to further encourage our pay-for-performance culture. The Compensation Committee established the 2013 annual bonus program and set targeted performance levels for two key financial metrics (revenue and adjusted EBITDA) in order to incent our management team to strive to attain our critical business imperatives, as well as operational goals relating to our CA-ROW segment to focus appropriate effort on making progress in our international expansion.

We also employ a number of practices that reflect the Company's compensation philosophy:

We do not maintain any tax gross up arrangements;

We do not provide special retirement benefits designed solely for executive officers;

Our performance-based compensation arrangements for executive officers use a variety of performance measures;

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We do not provide perquisites or other executive benefits based solely on rank; and  
We have adopted stock ownership policies for each of our executive officers.

*Establishing and Evaluating Executive Compensation*

*Executive Compensation Philosophy and Objectives.* The Compensation Committee's executive compensation program has been designed to provide a total compensation package that will accomplish the following objectives:

- Attract, retain and motivate high performing executive talent;
- Emphasize incentive pay with a focus on equity compensation;
- Directly align executive compensation elements with both short-term and long-term Company performance; and
- Align the interests of our executives with those of our stockholders.

These objectives guided the decisions made by the Compensation Committee with respect to 2013 executive compensation.

*Role of Compensation Consultants.* In 2013, the Compensation Committee retained Deloitte Consulting LLP to advise on how our current executive compensation programs and our new equity compensation plan (described in further detail in Elements of Compensation Equity-Based Compensation below) compare with the executive compensation program/practices of typical post-IPO companies and industry practices and to provide benchmarking data and advice and recommendations on our overall equity compensation program as compared to market and industry practices. Affiliates of Deloitte also performed audit and tax services for us in 2013. See Directors, Executive Officers and Corporate Governance Committees of the Board Compensation Committee for a discussion of such other services. In January 2014, the Compensation Committee retained Compensation Strategies, Inc., to provide executive compensation consulting services to the committee.

*Role of Executive Officers.* Our Chief Executive Officer sometimes participates in Compensation Committee meetings and makes recommendations to our Compensation Committee with respect to the setting of components of compensation, compensation levels and performance targets for our executives. The Compensation Committee also meets formally and informally without executive management to discuss compensation philosophy and approach and makes its decisions in executive session with only its independent consultant and/or special counsel present.

*Market Comparisons.* Our Compensation Committee has from time to time used market data as one factor in assessing how our base salary, target short-term incentives, target total cash compensation, actual total cash compensation, target long-term incentives and target

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total direct compensation compare to other companies in our peer group. The Compensation Committee has not targeted compensation to any peer group percentile data, but instead has used peer group data with a goal of providing total direct compensation opportunities for the NEOs at a level that is competitive with our peer group for executives in similar positions with similar responsibilities at companies included in our peer market data and that fairly compensates our executives. In June 2013, Deloitte provided the Compensation Committee with competitive compensation data for our top executives in connection with our IPO. Deloitte, with input from management and the Chair of the Compensation Committee, developed an industry compensation peer group comprised of 16 companies in the software and telecommunications industries. Using that peer group, Deloitte provided comparative assessments for our executives' base salary, total cash compensation and total direct compensation.

The peer group for 2013 included the following 16 companies: ADTRAN Inc.; Aruba Networks, Inc.; BroadSoft, Inc.; Cogent Communications Group, Inc.; Comverse, Inc.; Harmonic Inc.; InterDigital, Inc.; Iridium Communications Inc.; Ixia; j2 Global, Inc.; LogMeln, Inc.; Ruckus Wireless, Inc.; Sonus Networks, Inc.; Synchronoss Technologies, Inc.; Ubiquiti Networks, Inc.; and ViaSat, Inc.

## **Elements of Compensation**

### *Base Salary*

We provide a base salary to our NEOs to compensate them in cash at a fixed amount for services rendered on a day-to-day basis during the year. We strive to set base salaries at a level that is competitive with our peer group for executives in similar positions with similar responsibilities at companies included in our peer market data. The base salaries of all NEOs are reviewed annually and adjusted when necessary to reflect individual roles and performance as well as market conditions.

*2013 Base Salaries.* Each of our NEOs received the base salary set forth in the Summary Compensation Table under Salary. Pursuant to the terms of each employment agreement, the base salaries are reviewed at least annually. The Compensation Committee determined to make modest increases (between 2% and 6%) to the base salaries of each of our NEOs and set base salaries for Messrs. Small, Smagley, Chari, ElDifrawi and Wade at \$650,000, \$340,000, \$290,000, \$380,000 and \$280,000, respectively. For a more detailed description of the terms of these employment agreements, see Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table Employment Agreements.

*2014 Base Salaries.* In April 2014, the Compensation Committee approved the following percentage increases in the base salaries of our NEOs: 4.4% for Mr. Smagley, 8.6% for Mr. Chari, 2.6% for Mr. ElDifrawi and 8.9% for Mr. Wade. Mr. Small declined a salary increase for 2014.

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**Table of Contents***Annual Incentive Plan*

In connection with our IPO, our Board adopted a new annual incentive compensation plan to appropriately align our compensation programs with those of similarly situated public companies. We use annual cash incentive bonuses to reward our NEOs for the achievement of company performance goals. These performance-based bonuses are tied to our operating results in order to motivate the executive to focus on particular performance measures chosen by the Compensation Committee. The Compensation Committee chooses performance measures that are aligned with our strategic goals, thereby providing incentives to accomplish objectives that the Compensation Committee believes should improve both short-term and long-term stockholder value.

Each of our NEOs employed by the Company in 2013 is party to an employment agreement that provides for a minimum target bonus based on a specified percentage of his base salary. The Compensation Committee set the percentage of salary to be paid for performance at target level for Mr. Small at 100% and for our other NEOs at 75%, which represents an increase over 2012 percentages from 50% to 75% for Mr. Wade and from 40% to 75% for Mr. Chari. The Compensation Committee increased Mr. Chari's percentage due to his promotion to Executive Vice President in March 2013 and Mr. Wade's percentage due to his job responsibilities and performance of the BA segment.

*2013 Bonus Program.* In June 2013, the Compensation Committee established the performance objectives for the 2013 annual bonus program. Unlike the 2012 bonus program which included both financial and individual objectives, the 2013 bonus program included only financial and operational objectives for our named executives and other senior executives. The Compensation Committee believes that promoting a focus on corporate financial and operational goals for our named executives and other senior executives will help improve long-term stockholder value over time.

The financial objectives established in June 2013 for Messrs. Small, Smagley, Chari and EIDifrawi include the following financial targets: (1) the attainment of a pre-established revenue target of \$311.0 million for CA-NA and BA combined and a pre-established aircraft under contract target of 250 for CA-ROW and (2) the attainment of a pre-established adjusted EBITDA target of \$40.6 million for CA-NA and BA combined and negative \$41.6 million for CA-ROW. The bonus for Messrs. Small, Smagley, Chari and EIDifrawi was to be based 50% on attainment of the adjusted EBITDA targets and 50% on the revenue (for CA-NA and BA combined) and aircraft under contract (for CA-ROW) targets. Segment performance within each financial metric was weighted as follows: 85% CA-NA and BA combined and 15% CA-ROW. Mr. Wade's bonus was based solely on BA performance because of his role as General Manager of the BA business unit and his financial objectives included a pre-established revenue target of \$122.0 million and a pre-established adjusted EBITDA target of \$50.0 million, with each objective weighted equally. For each metric, there is a minimum performance level (expressed as a percentage of target) below which no bonus is paid, and

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maximum payouts (160% of the applicable portion of the target bonus for some metrics and 200% for others) are achieved at performance levels ranging from 102% to 140% of target, depending on the metric.

For purposes of the plan, EBITDA means net income (loss) attributable to common stock before income taxes, interest income, interest expense, depreciation expense and amortization of other intangible assets. Adjusted EBITDA means EBITDA adjusted for (i) fair value derivative adjustments, (ii) preferred stock dividends, (iii) accretion of preferred stock, (iv) stock-based compensation expense, (v) amortization of deferred airborne lease incentives and (vi) write off of deferred equity financing costs. Our management believes that the use of adjusted EBITDA eliminates items that have less bearing on our operating performance, thereby highlighting trends in our core business which may not otherwise be apparent. It also provides an assessment of controllable expenses, which are indicators management uses to determine whether current spending decisions need to be adjusted in order to meet financial goals and achieve optimal financial performance.

In August 2013, the Compensation Committee adjusted the 2013 annual bonus program to focus increased effort on our CA-ROW segment by tying a portion of the payout of the 2013 bonus to the achievement of two additional operational milestones: (i) have a Ku satellite-equipped plane flying before year-end and (ii) sign up two international airlines or international fleets of US-based airlines other than Delta evidenced by either signed contracts with Gogo or signed memoranda of understanding or letters of intent with a public announcement of their intention to enter into contracts with Gogo. The additional performance objectives applied to our NEOs (other than Mr. Wade who focuses entirely on our BA segment) and other employees and members of senior management who were considered critical in achieving the two objectives. If neither goal was achieved, the calculated bonus payout for the affected employees would be reduced to 80%; if all goals were achieved, 120% of the calculated bonus payout would be paid and if a portion of the goals were achieved, the payout would fall between 80% and 120% of the calculated payout.

Achievements in 2013 as compared to bonus plan targets were as follows.

For CA-NA and BA combined and CA-ROW:

Revenue of \$326.5 million for CA-NA and BA combined (105.0% of the target bonus level for a 160.0% payout) and 152 aircraft under contract for CA-ROW (60.8% of the target bonus level for a 60.8% payout); and

Adjusted EBITDA of \$46.5 million for CA-NA and BA combined (114.6% of the target bonus level for a 160.0% payout) and negative \$37.6 million for CA-ROW (109.6% of the target bonus level for a 138.4% payout).

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For BA only:

Revenue of \$127.5 million (104.5% of the target for a 160% payout); and

Adjusted EBITDA of \$50.9 million for BA (101.8% of the target for a 118.2% payout).

Each of the CA-ROW operational targets established in August 2013 was met. Accordingly, each of our NEOs, other than Mr. Wade, received 120% of the bonus calculated based on the financial objectives. Messrs. Small, Smagley, Chari and ElDifrawi received annual incentive bonuses equal to 181% of their target bonuses, and Mr. Wade received an annual incentive bonus equal to 139% of his target bonus. The bonuses paid to our NEOs are set forth in the Non-Equity Incentive Plan Compensation column of our Summary Compensation Table below.

*2014 Bonuses.* In April 2014, the Compensation Committee established the performance objectives under our 2014 annual bonus program. The bonuses for Messrs. Small, Smagley, Chari and ElDifrawi are to be based 55% on financial objectives for CA-NA and BA combined, 25% on CA-ROW financial objectives and 20% on strategic objectives. Mr. Wade's bonus is to be based 60% on BA financial objectives, 10% on CA-NA financial objectives, 10% on CA-ROW financial objectives and 20% on BA strategic objectives. The financial objectives are split evenly between revenue and adjusted EBITDA targets for CA-NA and BA, and between revenue and aircraft under contract targets for CA-ROW. The plan is designed to pay out 100% if target levels are achieved, with minimum (50%) and maximum (200%) payouts at specified performance levels. The percentage of salary to be paid at target performance levels for each of our NEOs remains the same as in 2013.

*2008 Cash Bonus Plan*

In 2009, the Company adopted a cash bonus plan to provide executives who were employed by the Company during 2008 with the payment of a cash bonus when the Company's free cash flow (defined as EBITDA less capital expenditures) first becomes positive for a fiscal quarter to provide an incentive to replace bonuses forgone when we did not have positive free cash flow. Mr. Chari is eligible to participate in the plan. He is eligible to receive a bonus amount equal to 125% of his proportionate amount of the aggregate bonus pool remaining after payout to other senior executives, as determined by management. Because free cash flow has not yet been positive for a fiscal quarter, no payments were made under the plan prior to or during 2013. In March 2014, the Compensation Committee waived the free cash flow condition for Mr. Chari and the five other executives at or below the level of Executive Vice President whose bonuses from 2008 had been deferred (none of whom are NEOs), and Mr. Chari received a bonus payment of \$37,349.



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**Table of Contents***Equity-Based Compensation*

We believe that equity-based awards align the interests of our NEOs with the interests of our equity holders and encourage our NEOs to focus on the long-term performance of our business. Additionally, we believe equity awards provide an important retention tool for our NEOs, as they are subject to multi-year vesting.

*Stock Option Plan.* In furtherance of these objectives, we adopted the Aircell Holdings Inc. Stock Option Plan (as the same may be amended from time to time, the *Stock Option Plan* ) in June 2010. In June 2013, the Compensation Committee granted stock options to each of our NEOs, at an exercise price of \$18.72 per share. The grants were made to provide management with a larger equity stake in the Company to better align the interests of management with the stockholders and as an incentive for management to grow our business following our IPO. The pool of shares was allocated based on each recipient's level of responsibility, as well as the previous equity grants made to the officer and the total compensation of each officer. Based on the foregoing, Mr. Small was granted 247,200 options and Messrs. Smagley, Chari, ElDifrawi and Wade were each granted 82,400 options. The options vest ratably over four years beginning on the first anniversary of the grant date. Additional information regarding these and previous option grants is found in the Summary Compensation Table, Grants of Plan-Based Awards Table and Outstanding Equity Awards at Fiscal Year-End Table.

*Omnibus Incentive Plan.* In June 2013 our shareholders approved the Gogo Inc. 2013 Omnibus Incentive Plan (the *Omnibus Plan* ). The Omnibus Plan provides for the grant of both equity and cash awards, including non-qualified stock options, incentive stock options, stock appreciation rights, performance awards (shares and units), restricted stock, restricted stock units, deferred share units and other stock-based awards to eligible employees, directors and consultants, as determined by the Compensation Committee. None of our NEOs received awards under the Omnibus Plan in 2013.

*AC Management LLC Plan.* AC Management LLC, a separate limited liability company of which Gogo Inc. was the managing member, was established in 2007 for the purpose of granting ownership interests to our officers, other key employees and certain directors. Messrs. Wade and Chari previously received profit participation units in AC Management LLC, which generally vested over a four-year period. Pursuant to the terms of the AC Management LLC agreement, in December 2013, all participants in the plan received a distribution of common stock of the Company proportionate to the number of vested units that they held. In addition, the Compensation Committee determined to allocate previously forfeited units among participants currently employed by or serving as a director of the Company in amounts determined by the Compensation Committee. As a result of such reallocation, Mr. Wade and Mr. Chari received additional vested AC Management LLC units entitling them to an additional 650 shares and 2,166 shares of our common stock, respectively. Mr. Wade and Mr. Chari received an aggregate of 6,700 and 22,338 shares of our common

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stock, respectively, in respect of their AC Management LLC units (including units received as a result of the reallocation of forfeited units), as part of the December 2013 distribution. None of the other named executive officers participated in the AC Management LLC Plan. AC Management LLC was dissolved in April 2014.

### *Employment Agreements with NEOs*

We have entered into employment agreements with each of our NEOs which include the specific terms set forth below. We believe that having employment agreements with our executives is beneficial to us because it provides retentive value, subjects the executives to key restrictive covenants, and generally gives us a competitive advantage in the recruiting process over a company that does not offer employment agreements. See Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table Employment Agreements for detail regarding these agreements.

### *Perquisites*

We do not generally provide perquisites or personal benefits to our NEOs, although included in the employment agreements we have entered into with each of Messrs. Small and ElDifrawi is a commitment to provide relocation benefits under certain circumstances.

### *Other Benefits*

Our full time NEOs are eligible to participate in our 401(k) benefit plan and our health and welfare plans on the same basis as our other employees.

### *Non-qualified Deferred Compensation*

None of our NEOs participates in or has account balances in non-qualified defined contribution plans or other deferred compensation plans maintained by us.

### *Change in Control Protection*

In December 2012, the board approved the adoption of change in control agreements for certain senior executives, including each of our NEOs, in order to assure the executives that they will be protected in the event of a change in control of the Company. The executives entered into those agreements in March 2013. Under the agreements, Mr. Small is entitled to receive severance benefits of 24 months of salary and target bonus as well as reimbursement of COBRA premiums due to maintain substantially equivalent health insurance coverage during the severance period, while our other NEOs are each entitled to receive severance benefits of 18 months of base salary and target bonus, as well as reimbursement of COBRA premiums due to maintain substantially equivalent health insurance coverage during the

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severance period, in each case, if the executive is terminated by the Company without cause or the executive resigns with good reason within two years following a change in control. Additionally, any unvested stock options would immediately become vested and exercisable upon such termination.

### *ESPP*

To encourage employee investment in the Company, in 2013 the board and our stockholders approved a new employee stock purchase plan that is intended to qualify for favorable tax treatment under Sections 421 and 423 of the Code. We have not yet issued any shares under the employee stock purchase plan.

### *Other Compensation Practices and Policies*

*Stock ownership guidelines.* Under our stock ownership guidelines, each of our executive officers is required to maintain a minimum equity stake in the Company, determined as a multiple of the executive officer's base salary (3 times salary for our CEO and 2 times salary for each of our other NEOs) and converted to a fixed number of shares. Additionally, each executive officer is required to retain 50% of the net shares received through exercise of stock options, restricted stock or other stock-based compensation, granted on or after December 12, 2011, until the executive officer reaches the minimum required level of stock ownership. Net shares are those shares that remain after shares are sold or netted to pay the exercise price of stock options (if applicable) and withholding taxes.

*Policy regarding the timing of equity awards.* Prior to our IPO, there was no market for our common stock. Accordingly, prior to our IPO, we had no program, plan or practice pertaining to the timing of stock option grants to executive officers coinciding with the release of material non-public information. We expect to consider implementing a policy regarding the granting of equity awards during 2014.

*Policy regarding restatements.* We do not currently have a formal policy requiring a fixed course of action with respect to compensation adjustments following later restatements of financial results. Under those circumstances, the board of directors or Compensation Committee thereof would evaluate whether compensation adjustments were appropriate based upon the facts and circumstances surrounding the restatement. The Company is awaiting regulatory guidance regarding claw backs of compensation under the Dodd-Frank Act and expects to implement a claw-back policy after that guidance is published. Our new compensation plans include provisions allowing the Company to claw back compensation to the extent required by applicable law or stock exchange regulations.

*Tax deductibility.* Our board of directors has considered the potential future effects of Section 162(m) of the Internal Revenue Code on the compensation paid to our NEOs. Section 162(m) places a limit of \$1 million on the amount of compensation that a publicly

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held corporation may deduct in any one year with respect to its chief executive officer and each of the next three most highly compensated executive officers (other than its chief financial officer). In general, certain performance-based compensation approved by stockholders is not subject to this deduction limit. The Compensation Committee seeks, where appropriate, to qualify the variable compensation paid to our NEOs for an exemption from the deductibility limitations of Section 162(m). However, we may authorize compensation payments that do not comply with the exemptions in Section 162(m) when we believe that such payments are appropriate to attract and retain executive talent.

**Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis included in this proxy statement with members of management, and based on such review and discussions, the Compensation Committee recommended to the board that the Compensation Discussion and Analysis be included in this proxy statement.

**The Compensation Committee**

Robert Mundheim (Chair)  
Oakleigh Thorne  
Charles C. Townsend

**Table of Contents****2013 Summary Compensation Table**

The following table sets forth information regarding compensation earned by our NEOs during the fiscal year ended December 31, 2013.

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (\$)</b>	<b>Bonus (\$)</b>	<b>Stock Awards (\$)<sup>(1)</sup></b>	<b>Option Awards (\$)<sup>(2)</sup></b>	<b>Non-Equity</b>	<b>All</b>	<b>Total (\$)</b>
						<b>Plan Compensation (\$)<sup>(3)</sup></b>	<b>Other Compensation (\$)<sup>(4)</sup></b>	
Michael Small	2013	643,500			2,053,148	1,177,314	24,500	3,898,462
President and Chief Executive Officer	2012	618,000				644,179	22,500	1,284,679
	2011	600,000			588,180	754,392	9,800	1,952,372
	Norman Smagley	2013	338,750			684,383	1,500	1,486,502
Executive Vice President and Chief Financial Officer	2012	332,000				259,375		591,375
	2011	322,250			470,544	304,586		1,097,380
	Anand Chari	2013	285,000	56,131		684,383	363,727	10,628
Executive Vice President and Chief Technical Officer	2012	257,500				107,363	14,367	379,230
	2011	237,500			411,726	110,015	8,282	767,523
	Ash ElDifrawi	2013	378,000			684,383	516,207	13,867
Executive Vice President and Chief Commercial Officer	2012	369,000				286,056	4,880	659,936
	2011	360,000			294,090	339,476	6,000	999,566
	John Wade	2013	276,250	16,839		684,383	292,072	9,223
Executive Vice President and General Manager Business Aviation Services	2012	261,250				128,375	12,500	402,125
	2011	245,000			470,500	250,000	7,802	973,346

- (1) The amounts reported in this column reflect the aggregate grant date value of AC Management LLC units that were previously forfeited by other employees and reallocated to current employees in connection with the distribution of shares of our common stock under the AC Management LLC plan in 2013. The amounts are based on the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. See Note 12, Share-Based Compensation, to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, which is incorporated by reference herein, for a discussion of the relevant assumptions used in calculating these amounts.
- (2) The amounts reported in this column are valued based on the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. See Note 12, Share-Based Compensation, to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, which is incorporated by reference herein, for a discussion of the relevant assumptions used in calculating these amounts.
- (3) This column represents for 2013 the amounts earned for performance-based bonuses under our Annual Incentive Plan. See Elements of Compensation Annual Incentive Plan for a discussion of how 2013 performance-based bonuses were determined. The amounts for 2011 and 2012 represent the performance-based annual bonuses

earned under our bonus plan for the applicable year.

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(4) Amounts reported in this column for 2013 reflect employer matching contributions under our 401(k) plan and employer contributions to a health savings account in the amounts set forth below.

Name	401(k) Contributions (\$)	HSA Contributions (\$)	Total (\$)
Michael Small	23,000	1,500	24,500
Norman Smagley	0	1,500	1,500
Anand Chari	9,128	1,500	10,628
Ash ElDifrawi	13,867	0	13,867
John Wade	9,223	0	9,223

**2013 Grants of Plan-Based Awards**

Set forth below is information regarding plan-based awards granted to our NEOs during 2013.

Name	Grant Date	Estimated Future Potential Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			All Other Stock Awards:	All Other Option Awards:	Exercise or Base Price of Option Awards (\$/share)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Number of Shares of Stock or Units (#)(2)	Number of Securities Underlying Options (#)		
Michael Small	6/5/2013				-	247,200	18.72	2,053,148
	N/A	282,750	650,000	1,271,400				
Norman Smagley	6/5/2013				-	82,400	18.72	684,383
	N/A	110,925	255,000	498,780				
Anand Chari	6/5/2013					82,400	18.72	684,383
	12/18/2013				2,166			56,131
	N/A	87,355	200,815	392,794				

Ash	6/5/2013				-	82,400	18.72	684,383
ElDifrawi								
	N/A	123,975	285,000	557,460				
John Wade	6/5/2013					82,400	18.72	684,383
	12/18/2013				650			16,839
	N/A	105,000	210,000	336,000				

- (1) Represents threshold, target and maximum payout levels under our 2013 bonus program for performance during the year ended December 31, 2013. See Elements of Compensation Annual Incentive Plan 2013 Bonus Program for a description of the plan. With respect to the portion of awards payable with respect to achievement of individual performance criteria, threshold and maximum payout levels were based on the same percentage payout levels as achievement of financial performance measures. The threshold numbers set forth above are based on achieving the minimum level of performance for which payment would be made.



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- (2) Represents the number of shares associated with AC Management LLC units that were previously forfeited by other employees and reallocated to Messrs. Wade and Chari in connection with the distribution of shares of our common stock under the AC Management LLC plan in 2013.

**Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table**

*Option Awards*

Options granted under the Stock Option Plan have a ten-year term. The options granted in 2013 are scheduled to vest 25% on the first anniversary of the grant date and an additional 25% on each of the three following anniversaries of such date, generally subject to continued employment with the Company through the applicable vesting date. See

Potential Payments Upon Termination or Change of Control including the discussion under Potential Payments Upon Termination or Change of Control Effect of Termination or Change in Control on Options for a discussion of the effect of termination and change in control on option vesting.

*Employment Agreements*

We have entered into employment agreements with each of our NEOs. Information regarding such agreements is set forth below:

Michael Small. In July 2010, we entered into an employment agreement with Mr. Small, pursuant to which he agreed to serve as our President and Chief Executive Officer. The employment agreement set Mr. Small's annual base salary at \$600,000, which salary shall be reviewed at least annually. Mr. Small's salary shall not be reduced other than as part of an overall compensation reduction at the Company that impacts the salaries of all executives, and in such case the reduction shall not exceed 10% of his then-current base salary. The employment agreement specifies that Mr. Small is eligible for an annual bonus with a target of 100% of base salary, with the amount of such bonus to be determined by the board of directors. The bonus is based upon the achievement of both personal and corporate performance objectives. The employment agreement also provided for a grant to Mr. Small of options to purchase 860,771 shares of Common Stock on the terms set forth in the Stock Option Plan and Mr. Small's option agreement. Mr. Small's employment agreement also provides that he is eligible to participate in all normal company benefits, including the Company's 401(k), retirement, medical, dental and life and disability insurance plans and programs in accordance with the terms of such arrangements.

Mr. Small's employment is for no specific term and either the Company or Mr. Small may terminate Mr. Small's employment at any time, with or without cause. If Mr. Small's employment is terminated by the Company without cause or if Mr. Small resigns for good reason, Mr. Small will be entitled to (i) continuation of his base salary for 12 months following his termination, (ii) reimbursement for COBRA premiums due to maintain

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substantially equivalent health insurance coverage for 12 months following his termination, (iii) continued vesting of the options and any other equity awards then held by Mr. Small on the schedule set forth in the applicable option or other equity award agreement for 12 months following his termination, (iv) continued exercisability of any vested options and other equity awards then held by Mr. Small for 12 months following his termination, (v) payment of any earned but unpaid salary and accrued but unused paid time off, (vi) payment of any business expenses incurred but not reimbursed and (vii) payment of any approved but unpaid bonus award. The payment of (i) above shall be contingent on Mr. Small executing a general release of all claims against the Company. Mr. Small is subject to non-competition and non-solicitation covenants for one year after leaving the employment of the Company.

Norman Smagley. In September 2010, we entered into an employment agreement with Mr. Smagley, pursuant to which he agreed to serve as our Executive Vice President and Chief Financial Officer. The employment agreement set Mr. Smagley's annual base salary at \$320,000, which salary shall be reviewed at least annually. Mr. Smagley's salary shall not be reduced by more than 10% of his then-current base salary unless as part of an overall compensation reduction at the Company that impacts the salaries of all executives, and shall not be reduced more than once during the term of his employment with the Company. The employment agreement specifies that Mr. Smagley is eligible for an annual bonus with a target of 75% of base salary, with the amount of such bonus to be determined by the Chief Executive Officer, subject to the approval of the board of directors. The bonus is based upon the achievement of both personal and corporate performance objectives. The employment agreement also provided for a grant to Mr. Smagley of options to purchase 123,600 shares of Common Stock on the terms set forth in the Stock Option Plan and Mr. Smagley's option agreement. Mr. Smagley's employment agreement also provides that he is eligible to participate in all normal company benefits, including the Company's 401(k), retirement, medical, dental and life and disability insurance plans and programs in accordance with the terms of such arrangements.

Mr. Smagley's employment is for no specific term and either the Company or Mr. Smagley may terminate Mr. Smagley's employment at any time, with or without cause. If Mr. Smagley's employment is terminated by the Company without cause or if Mr. Smagley resigns for good reason, Mr. Smagley will be entitled to (i) continuation of his base salary for 12 months following his termination, (ii) reimbursement for COBRA premiums due to maintain substantially equivalent health insurance coverage for 12 months following his termination, (iii) payment of any earned but unpaid salary and accrued but unused paid time off, (iv) payment of any business expenses incurred but not reimbursed and (v) payment of Mr. Smagley's guaranteed bonus in 2010 and any other award under the annual bonus program referred to in Mr. Smagley's employment agreement that has been approved by the Chief Executive Officer and the Company's board of directors, but not paid prior to termination. The payment of (i) above shall be contingent on Mr. Smagley executing a separation agreement containing a general mutual release. Mr. Smagley is subject to non-competition and non-solicitation covenants for one year after leaving the employment of the Company.

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Anand Chari. We entered into an employment agreement with Mr. Chari in July 2006, and amended the agreement effective January 1, 2009, pursuant to which he agreed to serve as our Vice President of ABS Engineering. The employment agreement, as amended, set Mr. Chari's annual base salary at \$185,000, which salary shall be reviewed at least annually. Mr. Chari's salary shall not be reduced by more than 10% of his then-current base salary unless as part of an overall compensation reduction at the Company that impacts the salaries of all executives. The employment agreement, as amended, specifies that Mr. Chari is eligible for an annual bonus with a target of 30% of base salary, with the bonus based on such factors as are determined by the Chief Executive Officer and subject to the approval of the board of directors. Mr. Chari's employment agreement provides that he is eligible to participate in all normal company benefits, including the Company's 401(k), retirement, medical, dental and life and disability insurance plans and programs in accordance with the terms of such arrangements.

Mr. Chari's employment is for no specific term and either the Company or Mr. Chari may terminate Mr. Chari's employment at any time upon 30 days written notice (or pay in lieu thereof) for any reason other than cause or immediately for cause. If Mr. Chari's employment is terminated by the Company without cause, Mr. Chari will be entitled to be paid an amount equal to his net base salary at time of termination for a period of nine months (the Severance Payment Period). The payment is conditioned on Mr. Chari executing a separation agreement containing a general release of all claims against the Company. In addition, during the Severance Payment Period, Mr. Chari will receive (i) reimbursement for COBRA premiums due to maintain substantially equivalent health insurance coverage, (ii) any salary earned but unpaid prior to termination and all accrued but unused personal time, (iii) any business expenses incurred but not reimbursed as of the date of termination, and (iv) any unpaid bonus under the annual bonus program for which the conditions to payment have been satisfied prior to termination. Mr. Chari is subject to non-competition and non-solicitation covenants for one year after leaving the employment of the Company.

Ash ElDifrawi. In October 2010, we entered into an employment agreement with Mr. ElDifrawi, pursuant to which he serves as our Executive Vice President and Chief Commercial Officer. The employment agreement set Mr. ElDifrawi's annual base salary at \$360,000, which salary shall be reviewed at least annually. Mr. ElDifrawi's salary shall not be reduced by more than 10% of his then-current base salary unless as part of an overall compensation reduction at the Company that impacts the salaries of all executives, and shall not be reduced more than once during the term of his employment with the Company. The employment agreement specifies that Mr. ElDifrawi is eligible for an annual bonus with a target of 75% of base salary, with the amount of such bonus to be determined by the Chief Executive Officer and subject to the approval of the board of directors. The bonus is based upon the achievement of both personal and corporate performance objectives. The employment agreement also provided for a grant to Mr. ElDifrawi of options to purchase 206,000 shares of Common Stock on the terms set forth in the Stock Option Plan and Mr. ElDifrawi's option agreement. Mr. ElDifrawi's employment agreement provides that he is eligible to participate in all normal company benefits, including the Company's 401(k), retirement, medical, dental and life and disability insurance plans and programs in accordance

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with the terms of such arrangements. Mr. EIDifrawi's employment agreement provides that the Company will provide relocation benefits; however, such relocation benefits shall expire on the first anniversary of the date of the employment agreement. The Company will give Mr. EIDifrawi a cash gross-up for any expenses covered by the Company that are not excludable from taxable income or have no offsetting tax deduction.

Mr. EIDifrawi's employment is for no specific term and either the Company or Mr. EIDifrawi may terminate Mr. EIDifrawi's employment at any time, with or without cause. If Mr. EIDifrawi's employment is terminated by the Company without cause or if Mr. EIDifrawi resigns for good reason, Mr. EIDifrawi will be entitled to (i) continuation of his base salary for 12 months following his termination, (ii) reimbursement for COBRA premiums due to maintain substantially equivalent health insurance coverage for 12 months following his termination, (iii) continued vesting of the options awarded to Mr. EIDifrawi pursuant to the employment agreement on the schedule set forth in the applicable option agreement for 12 months following his termination, (iv) continued exercisability of the vested options awarded pursuant to the employment agreement then held by Mr. EIDifrawi for 12 months following his termination, (v) payment of any earned but unpaid salary and accrued but unused paid time off, (vi) payment of any business expenses incurred but not reimbursed, (vii) payment of Mr. EIDifrawi's guaranteed bonus for 2010 and any other award under the annual bonus program referred to in his employment agreement that has been approved by the Chief Executive Officer and the Company's board of directors, but not paid prior to termination and (viii) the costs of senior-executive level outplacement services for one year following termination; provided that such costs shall not exceed \$15,000. The payment of (i) above shall be contingent on Mr. EIDifrawi executing a separation agreement containing a general mutual release of all claims. Mr. EIDifrawi is subject to non-competition and non-solicitation covenants for one year after leaving the employment of the Company.

John Wade. We entered into an employment agreement with Mr. Wade in October 2008 and amended the agreement, effective January 1, 2009, pursuant to which he serves as our Executive Vice President and General Manager of Business Aviation Services. The employment agreement set Mr. Wade's annual base salary at \$190,000, which salary shall be reviewed at least annually. Mr. Wade's salary shall not be reduced by more than 10% of his then-current base salary unless as part of an overall compensation reduction at the Company that impacts the salaries of all executives. The employment agreement specifies that Mr. Wade is eligible for an annual bonus with a target of 30% of base salary, with the amount of such bonus to be determined by the Chief Executive Officer and subject to the approval of the board of directors. The employment agreement also provides for a grant to Mr. Wade of profit units under the terms set forth in the AC Management LLC Plan. 1/16th of the units vest upon grant, with the balance vesting in fifteen equal quarterly installments beginning on February 10, 2009 and ending on November 10, 2012. Such units are subject to full acceleration upon a change in control. Mr. Wade's employment agreement provides that he is eligible to participate in all normal company benefits, including the Company's 401(k), retirement, medical, dental and life and disability insurance plans and programs in accordance with the terms of such arrangements.

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Mr. Wade's employment is for no specific term and either the Company or Mr. Wade may terminate Mr. Wade's employment at any time, with or without cause. If Mr. Wade's employment is terminated by the Company without cause, Mr. Wade will be entitled to (i) continuation of his base salary for six months following his termination, (ii) reimbursement for COBRA premiums due to maintain substantially equivalent health insurance coverage for six months following his termination, (iii) payment of any earned but unpaid salary and accrued but unused paid time off, (iv) payment of any business expenses incurred but not reimbursed, and (v) payment of an award under the annual bonus program that has been approved by the Chief Executive Officer and the Company's board of directors, but not paid prior to termination. The payment of (i) and (ii) above shall be contingent on Mr. Wade executing a separation agreement containing a general release of all claims against the Company. Mr. Wade is subject to non-competition and non-solicitation covenants for six months after leaving the employment of the Company.

Each of the employment agreements define "cause" as the executive's (i) willful gross misconduct or gross or persistent negligence in the discharge of his duties, (ii) act of dishonesty or concealment, (iii) breach of the executive's fiduciary duty or duty of loyalty to the Company, (iv) a material breach of the confidentiality restrictions or covenants not to compete contained in the employment agreement, (v) any other material breach of the employment agreement that is not cured within 30 days, (vi) commission of repeated acts of substance abuse which are materially injurious to the Company, (vii) commission of a criminal offense involving money or other property of the Company (excluding traffic or other similar violations) or (viii) commission of a criminal offense that would constitute a felony under the laws of the state of Illinois (for Messrs. Small, Smagley and ElDifrawi) and Colorado (for Messrs. Wade and Chari) or the United States. Each of Messrs. Small's, Smagley's and ElDifrawi's employment agreements define "good reason" as (i) a reduction by the Company in the executive's base salary beyond that permitted under the terms of the employment agreement or a reduction in his target bonus, (ii) a material diminution in the executive's duties or responsibilities, (iii) the executive ceasing to report to the board of directors, in the case of Mr. Small, or ceasing to report to the Company's Chief Executive Officer, in the case of Mr. Smagley, (iv) the relocation of the executive's principal place of employment to a geographic location greater than 30 miles from the Company's headquarters, in the case of Mr. Small, or to a geographic location other than the metropolitan Chicago area, in the case of Mr. Smagley, or (v) any material, uncured breach by the Company of its obligations to the executive under the employment agreement.

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The following table summarizes the outstanding equity awards held by each of our NEOs as of December 31, 2013:

<b>Name</b>	<b>Grant Date</b>	<b>Option Awards</b>		<b>Option Exercise Price (\$)</b>	<b>Option Expiration Date</b>
		<b>Number of Securities Underlying Unexercised Options Exercisable (#)</b>	<b>Number of Securities Underlying Unexercised Options (#)</b>		
Michael Small	6/2/2010	860,771 <sup>(1)</sup>		9.08	6/2/2020
	12/14/11 <sup>(2)</sup>	51,500 <sup>(3)</sup>	51,500	17.78	12/14/2021
	6/5/2013 <sup>(2)</sup>		247,200	18.72	6/5/2023
Norman Smagley	9/7/2010 <sup>(4)</sup>	92,700 <sup>(5)</sup>	30,900	9.08	9/7/2020
	12/14/11 <sup>(2)</sup>	41,200 <sup>(3)</sup>	41,200	17.78	12/14/2021
	6/5/2013 <sup>(2)</sup>		82,400	18.72	6/5/2023
Anand Chari	6/2/2010 <sup>(8)</sup>	43,260 <sup>(7)</sup>	10,815	9.08	6/2/2020
	12/14/11 <sup>(2)</sup>	36,050 <sup>(3)</sup>	36,050	17.78	12/14/2021
	6/5/2013 <sup>(2)</sup>		82,400	18.72	6/5/2023
Ash ElDifrawi	11/21/2010 <sup>(4)</sup>	154,500 <sup>(6)</sup>	51,500	9.08	11/21/2020
	12/14/11 <sup>(2)</sup>	25,750 <sup>(3)</sup>	25,750	17.78	12/14/2021
	6/5/2013 <sup>(2)</sup>		82,400	18.72	6/5/2023
John Wade	6/2/2010 <sup>(8)</sup>	65,920 <sup>(7)</sup>	16,400	9.08	6/2/2020
	12/14/11 <sup>(2)</sup>	41,200 <sup>(3)</sup>	41,200	17.78	12/14/2021
	6/5/2013 <sup>(2)</sup>		82,400	18.72	6/5/2023

- (1) The shares underlying these options vested on February 16, 2011, February 16, 2012 and February 16, 2013.
- (2) The shares underlying these options vest 25% on the first anniversary of the grant date and an additional 25% on each of the three following anniversaries of such date.
- (3) The shares underlying these options vested on December 14, 2012 and December 14, 2013.
- (4) The shares underlying these options vest 25% at each anniversary of the employee's date of hire (September 7, 2010 for Mr. Smagley and October 25, 2010 for Mr. ElDifrawi) over the four years following the date of grant.
- (5) The shares underlying these options vested on September 7, 2011, September 7, 2012 and September 7, 2013.

- (6) The shares underlying these options vested on October 25, 2011, October 25, 2012 and October 25, 2013.
- (7) The shares underlying these options vested on June 2, 2010, June 2, 2011, June 2, 2012 and June 2, 2013.
- (8) The shares underlying these options vest 20% on the grant date and an additional 20% on each of the four following anniversaries of such date.

**Table of Contents*****Option Exercises and Stock Vested Table***

The table below provides information on the NEOs' unit awards under the AC Management LLC Plan that vested in 2013. No options were exercised in 2013.

<b>Name</b>	<b>Unit Awards <sup>(1)</sup></b>	
	<b>Number of Units Acquired on Vesting (#)</b>	<b>Value Realized on Vesting (\$)</b>
Michael Small		
Norman Smagley		
Anand Chari	44,748	56,131
Ash ElDifrawi		
John Wade	13,424	16,839

(1) Represents the number of AC Management LLC units that were previously forfeited by other employees and reallocated to Messrs. Wade and Chari in connection with the distribution of shares of our common stock under the AC Management LLC plan in 2013. As of the vesting date, each outstanding unit represented a proportionate interest in approximately .05 shares of our common stock (approximately 650 and 2,166 shares of our common stock in the aggregate for Messrs. Wade and Chari, respectively). The value realized on vesting is based on the value of our common stock on the vesting date.



**Table of Contents****Potential Payments Upon Termination or Change of Control**

The following table describes the payments and benefits that each NEO would have been entitled to receive upon a hypothetical termination of employment or change in control as of December 31, 2013.

For a description of the potential payments upon a termination pursuant to the employment agreements with our NEOs other than within two years following a change in control, see Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table Employment Agreements. For a description of the potential payments upon a termination by the Company without cause or if the executive resigns with good reason within two years following a change in control, see Elements of Compensation Change in Control Protection. For a description of the consequences of a termination of employment or a change-in-control for the stock options granted to NEOs under our Stock Option Plan, see the disclosure that follows the table.

Element	Death, Disability or Retirement (\$)	Voluntary Resignation (\$)	Involuntary Termination Without Cause (\$)	Termination for Good Reason (\$)	Involuntary Termination Without Cause or Termination for Good Reason within 2 years following Change in Control (\$)	Change in Control (\$)
<b>Severance<sup>(1)</sup></b>						
Michael Small			650,000	650,000	2,600,000	
Norman Smagley			350,000	350,000	892,500	
Anand Chari			217,500		761,250	
Ash ElDifrawi			380,000	380,000	997,500	
John Wade			140,000		735,000	
<b>Benefits<sup>(2)</sup></b>						
Michael Small			18,291	18,291	36,582	
Norman Smagley			18,481	18,481	27,722	
Anand Chari			13,861		27,722	
Ash ElDifrawi			18,481	18,481	27,722	
John Wade			11,772		35,315	
<b>Value of Accelerated Stock Options<sup>(3)</sup></b>						
Michael Small	376,980				1,870,480	1,870,480
Norman Smagley	125,660				1,279,054	1,279,054
Anand Chari	125,660				926,660	926,660
Ash ElDifrawi	125,660		810,610	810,610	1,494,530	1,494,530
John Wade	125,660				1,050,824	1,050,824
<b>Total</b>						
Michael Small	376,980		668,291	668,291	4,507,062	1,870,480

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Norman Smagley	125,660	368,481	368,481	2,199,276	1,279,054
Anand Chari	125,660	231,361		1,715,632	926,660
Ash ElDifrawi	125,660	1,209,091	1,209,091	2,519,752	1,494,530
John Wade	125,660	151,772		1,821,139	1,050,824

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- (1) Includes continuation of executive's salary pursuant to each executive's employment agreement as described in Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table Employment Agreements, or, following a change in control, severance payable under the executive's change in control agreement. See Elements of Compensation Change in Control Protection above for a discussion of the terms of the new agreements. In each case, because there were no approved but unpaid bonuses at December 31, 2013, no bonus payment is reflected in the severance amount.
- (2) Includes the cost of COBRA premiums to maintain health insurance coverage that is substantially equivalent to that which the executive received immediately prior to termination and assumes that the executive elects COBRA coverage for the full period for which he is entitled to payment or reimbursement and, for Mr. ElDifrawi, the maximum cost of outplacement services to which he is entitled, in each case, pursuant to the executive's employment agreement as described in Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table Employment Agreements. In March 2013, Messrs. Small, Smagley, ElDifrawi and Wade entered into change of control agreements that increase the duration of time for which the Company would pay the cost of COBRA premiums upon an involuntary termination without cause or a termination for good reason within two years following a change in control. See Elements of Compensation Change in Control Protection above for a discussion of the terms of the new agreements.
- (3) The value of vesting of stock options is calculated by multiplying the number of unvested option shares that would accelerate by \$24.82, which was the closing price of our common stock on the NASDAQ market on December 31, 2013, over the applicable exercise price per share. In case of a change in control, assumes that all options were accelerated as a result of the transaction. See Effect of Termination or Change in Control on Options below for a description of the circumstances that would trigger accelerated vesting upon a change in control.
- Effect of Termination or Change in Control on Options.* Unless the terms of an optionee's option agreement provide otherwise, if an optionee's service relationship with us ceases for any reason other than disability, death or cause, the optionee may exercise the vested portion of any option for three months after the date of termination. If an optionee's service relationship with us terminates by reason of disability or death, the optionee or the optionee's representative generally may exercise the vested portion of any option for 12 months after the date of such termination. In no event, however, may an option be exercised beyond the expiration of its term. If an optionee's service relationship with us terminates for cause, the option will terminate immediately. In the event of death, disability or retirement, the options granted to the NEOs in June 2013 under the Stock Option Plan are deemed vested to the extent of the number of options that would have vested had the executive's employment continued until the next vesting date immediately following the date of death or the effective date of termination of employment due to disability or retirement. If Mr. Small's or Mr. ElDifrawi's employment is terminated by the Company without cause or if the executive resigns for good reason, he will be entitled to continued vesting of the options awarded pursuant to his employment agreement on the schedule set forth in the applicable option agreement for 12 months following his termination and continued exercisability of any vested options for 12 months following his termination.

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In the event that a change in control occurs, the acquiring or surviving entity in the transaction may assume or substitute similar options for the outstanding options granted under the Stock Option Plan, in which case the vesting of the options is not accelerated. In such case, all of the options will become immediately vested and exercisable if an optionee's service relationship with us terminates without cause or due to death or disability after the change in control. Mr. ElDifrawi's options, granted pursuant to his employment agreement, also become vested and exercisable if he resigns for good reason following the change in control or his employment agreement is not assigned to and adopted by any successor employer. If the acquiring or surviving entity does not assume or substitute similar options for outstanding options granted under the Stock Option Plan or our common stock is exchanged solely for cash in such change in control transaction, options will generally accelerate in full in connection with the change in control and the optionee will generally receive a cash payment equal to the number of shares of common stock then subject to such option, whether or not vested and exercisable, multiplied by the excess, if any, of the greater of (A) the highest per share price offered to holders of common stock in any transaction whereby the change in control takes place or (B) the fair market value of a share of common stock on the date of occurrence of the change in control, over the exercise price per share of common stock subject to the option.

In March 2013, each of the NEOs entered into change of control agreements, which provide for accelerated vesting of any unvested stock options following a termination of employment by the Company without cause or a resignation by the executive with good reason, within two years of a change of control. See "Elements of Compensation Change in Control Protection" above for a discussion of the terms of the new agreements.

## **Compensation Risk Assessment**

Management and the Compensation Committee assessed the risks associated with the Company's compensation practices and policies for employees, including a consideration of risk-mitigating factors in the Company's compensation practices and policies. Following this assessment, the Compensation Committee concluded that the Company's compensation policies and practices for its employees are not reasonably likely to have a material adverse effect on the Company.

## **Director Compensation**

For the first half of 2013, Robert Mundheim and Robert Crandall were entitled to receive director fees of \$100,000 per annum, payable quarterly in arrears and pro-rated for any partial period. Our other non-employee directors did not earn any compensation for their services prior to July 1, 2013. In addition, Mr. LeMay was entitled to a base salary of \$150,000 per year and a cash bonus with a target level of 100% of base salary for his services as Executive Chairman until June 26, 2013. On July 24, 2013, in connection with its periodic review of director compensation, our board approved, based on the recommendation of the Compensation Committee, a new director compensation policy.

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Beginning with the third quarter of 2013, non-employee directors receive an annual board retainer of \$150,000 consisting of \$50,000 in cash, \$50,000 in stock options (based on the fair market value of the option computed in accordance with FASB ASC Topic 718) and \$50,000 in deferred share units granted under our Omnibus Plan. The non-employee Chairman of the Board will be paid annual compensation of \$225,000, consisting of \$75,000 in cash, \$75,000 in stock options and \$75,000 in deferred share units granted under our Omnibus Plan. The chair of the Audit Committee, Compensation Committee and Nominating Committee will each receive additional annual cash compensation of \$20,000, \$10,000 and \$5,000, respectively. Cash payments are paid on or before the end of the quarter and equity grants are made on the last business day of the quarter.

The following table provides summary information concerning compensation paid or accrued by us to or on behalf of non-employee directors for services rendered to us during 2013.

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Stock Awards (\$)<sup>(4)</sup></b>	<b>Option Awards (\$)<sup>(4)</sup></b>	<b>All Other Compensat ion (\$)<sup>(5)</sup></b>	<b>Total (\$)</b>
Ronald T. LeMay <sup>(1)</sup>	222,310	247,830	37,503	19,211	526,854
Timothy C. Collins <sup>(2)(3)</sup>	25,000	23,103	23,092		71,195
Clive R. Hollick <sup>(2)(3)</sup>	24,990	25,014	24,996		75,000
Robert L. Crandall	74,990	47,467	24,996		147,453
Lawrence N. Lavine <sup>(3)</sup>	25,000	23,103	23,092		71,195
Christopher Minnetian <sup>(3)</sup>	25,000	23,103	23,092		71,195
Oakleigh Thorne	27,490	25,014	24,996		77,500
Charles C. Townsend	24,990	25,014	24,996		75,000
Harris N. Williams	34,990	25,014	24,996		85,000
Robert H. Mundheim	79,990	25,014	24,996		130,000

(1) Includes \$71,635 in salary and \$113,175 paid under our annual incentive plan in connection with Mr. LeMay's service as Executive Chairman through June 26, 2013.

(2) Mr. Collins and Lord Hollick were appointed to the board effective as of June 26, 2013.

(3) Messrs. Collins, Lavine and Minnetian resigned from the board effective as of December 18, 2013. Lord Hollick resigned from the board effective as of March 31, 2014.

(4) The amounts reported in this column are valued based on the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. See Note 12, Share-Based Compensation, to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, which is incorporated by reference herein, for a discussion of the relevant assumptions used in calculating these amounts. The following table sets forth, by grant date, the number of options and deferred shares units held by each director as of December 31, 2013 and the grant date fair value of each award with respect to service as a director in 2013. It also includes, in the case of Messrs. LeMay and Crandall, an allocation of additional vested units in AC Management LLC upon reallocation of forfeited units entitling them to approximately 8,118 and 867 shares of our common stock, respectively.



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The options and deferred share units granted in 2013 were vested upon grant. The options granted in 2012 vest ratably 25% starting on April 1, 2013 and an additional 25% on each of the three following anniversaries of such date. The options granted in 2011 vest ratably 25% starting on the first anniversary of the grant date and an additional 25% on each of the three following anniversaries of such date. The options granted in 2010 vest ratably 20% starting on the date of grant and continuing on each of the four anniversaries following the date of grant.

- (5) The amount reported in this column reflects a payout of \$18,461 to Mr. LeMay for paid time off and vacation accruals and \$750 in employer matching contributions paid to Mr. LeMay's health savings account.

<b>Name</b>	<b>Grant Date</b>	<b>Number of Deferred Share Units/AC Management Share Grants (#)</b>	<b>Grant Date Fair Value of Deferred Share Units/AC Management Share Grants (\$)</b>	<b>All Other Option Awards: Number of Securities Underlying Options (#)</b>	<b>Exercise or Base Price of Option Awards (\$/Share)</b>	<b>Grant Date Fair Value of Option Awards (\$)</b>
Ronald T. LeMay	6/2/2010			430,334	9.08	
	11/12/2013	753	18,757	1,996	24.91	18,753
	12/18/2013	8,118	210,334			
	12/31/2013	755	18,739	2,295	24.82	18,750
Timothy C. Collins	11/12/2013	502	12,505	1,330	24.91	12,496
	12/31/2013	427	10,598	1,297	24.82	10,596
Clive R. Hollick	11/12/2013	502	12,505	1,330	24.91	12,496
	12/31/2013	504	12,509	1,530	24.82	12,501
Robert L. Crandall	6/2/2010			30,900	9.08	
	12/14/2011			30,900	17.78	
	11/12/2013	502	12,505	1,330	24.91	12,496
	12/18/2013	867	22,453			
	12/31/2013	504	12,509	1,530	24.82	12,501
Lawrence N. Lavine	11/12/2013	502	12,505	1,330	24.91	12,496
	12/31/2013	427	10,598	1,297	24.82	10,596
Christopher Minnetian	11/12/2013	502	12,505	1,330	24.91	12,496
	12/31/2013	427	10,598	1,297	24.82	10,596

Oakleigh Thorne	11/12/2013	502	12,505	1,330	24.91	12,496
	12/31/2013	504	12,509	1,530	24.82	12,501
Charles C. Townsend	11/12/2013	502	12,505	1,330	24.91	12,496
	12/31/2013	504	12,509	1,530	24.82	12,501
Harris N. Williams	11/12/2013	502	12,505	1,330	24.91	12,496
	12/31/2013	504	12,509	1,530	24.82	12,501
Robert H. Mundheim	7/26/2012			30,900	17.78	
	11/12/2013	502	12,505	1,330	24.91	12,496
	12/31/2013	504	12,509	1,530	24.82	12,501



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**Compensation Committee Interlocks and Insider Participation**

Lawrence N. Lavine, Charles C. Townsend and Robert H. Mundheim served as the members of our Compensation Committee in 2013. Mr. Lavine resigned in December 2013. Effective February 14, 2014, Oakleigh Thorne became a member of our Compensation Committee. None of the members of our Compensation Committee is an officer or employee of our Company. None of our executive officers serve, or in the past year have served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or Compensation Committee. Certain current and former members of our Compensation Committee (and/or certain entities affiliated with certain members) are parties to the registration rights agreement described under

Directors, Executive Officers and Corporate Governance Related Person Transactions. None of the Compensation Committee members has served as an officer or employee of the Company, and none of the Company's executive officers has served as a member of a compensation committee or board of directors of any other entity that has an executive officer serving as member of the Company's board.

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**AUDIT MATTERS**

**Audit Committee Report**

The Audit Committee of our board of directors is responsible for, among other things, reviewing with Deloitte & Touche LLP, our independent registered public accounting firm, the scope and results of their audit engagement. In connection with the 2013 audit, the Audit Committee has:

Reviewed and discussed with management the Company's audited financial statements;  
Discussed with Deloitte & Touche LLP the matters required to be discussed by PCAOB Auditing Standard No. 16, as amended, as in effect on the date of this proxy statement; and  
Received from and discussed with Deloitte & Touche LLP the communications from Deloitte & Touche LLP required by the Public Company Accounting Oversight Board regarding their independence.

Based on the review and the discussions described in the preceding bullet points, the Audit Committee recommended to the board of directors that the audited financial statements and management's report on internal controls over financial reporting be included in our Annual Report on Form 10-K for the year ended December 31, 2013 for filing with the Securities and Exchange Commission.

The Audit Committee has adopted a charter and a process for pre-approving services to be provided by Deloitte & Touche LLP.

The members of the Audit Committee have been determined to be independent in accordance with the requirements of Section 5605(c) of the NASDAQ Stock Market listing standards and the requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended.

**The Audit Committee:**

Harris Williams (Chair)  
Robert Crandall  
Oakleigh Thorne

**Table of Contents****Pre-approval of Independent Auditor Services**

The Audit Committee pre-approves all audit, audit-related, tax, and other services performed by the independent auditors. The Audit Committee pre-approves specific categories of services up to pre-established fee thresholds. Unless the type of service had previously been pre-approved, the Audit Committee must approve that specific service before the independent auditors may perform it. In addition, separate approval is required if the amount of fees for any pre-approved category of service exceeds the fee thresholds established by the Audit Committee. The Audit Committee may delegate to Mr. Harris Williams or any independent chair of the committee pre-approval authority with respect to permitted services, provided that the member must report any pre-approval decisions to the Audit Committee at its next scheduled meeting. All fees described below were pre-approved by the Audit Committee.

**Independent Registered Public Accounting Firm Fees**

The following table presents the Company's fees for services performed by its independent registered public accounting firm, Deloitte & Touche LLP, and its affiliates for the years ended December 31, 2013 and 2012.

	<b>2013</b>	<b>2012</b>
Audit fees <sup>(1)</sup>	\$ 1,456,341	\$ 1,079,810
Audit-related fees	-	-
Tax fees <sup>(2)</sup>	115,515	282,929
All other fees <sup>(3)</sup>	98,993	19,330
<b>Total</b>	<b>\$ 1,670,849</b>	<b>\$ 1,381,979</b>

- (1) Audit fees principally include those for services related to the audit of the Company's financial statements and reviews of the Company's quarterly financial information, including SEC registration statements and other filings, and consultation on accounting matters. Fees for fiscal 2013 and 2012 include fees associated with the Company's initial public offering in June 2013, including comfort letters, consents, review of the Registration Statement on Form S-1 filed with the SEC and other related activities.
- (2) Tax fees principally include domestic tax compliance and advisory services.
- (3) All other fees include advice related to executive compensation programs and subscription fees to an online accounting research tool.

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**PROPOSAL 1: ELECTION OF DIRECTORS**

The board has nominated the two persons named below for election as directors at the Annual Meeting to serve until the 2017 annual meeting and until their respective successors are elected. Each of the nominees for director is currently serving on the board. If any nominee is unable to serve as a director, which we do not anticipate, the board by resolution may reduce the number of directors or choose a substitute nominee.

**Nominees for Director**

Michael J. Small  
Oakleigh Thorne

For biographical information about the nominees for director, including information about their qualifications to serve as a director, see Directors, Executive Officers and Corporate Governance Class I Nominees beginning on page 11.

**THE BOARD OF DIRECTORS RECOMMENDS THAT  
SHAREHOLDERS VOTE FOR THE ELECTION TO THE BOARD  
OF EACH OF THE TWO NOMINEES FOR CLASS I DIRECTOR.**

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**PROPOSAL 2: RATIFICATION OF APPOINTMENT OF ACCOUNTANTS**

The Audit Committee has appointed Deloitte & Touche LLP, an independent registered public accounting firm, as the independent auditors to perform an integrated audit of the Company for the fiscal year ending December 31, 2014. Deloitte & Touche served as our independent auditors for the fiscal year ending December 31, 2013.

Neither our bylaws nor other governing documents or law require stockholder ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm. However, the board believes that obtaining stockholder ratification of the appointment is a sound corporate governance practice. If the stockholders do not vote on an advisory basis in favor of Deloitte & Touche LLP, the Audit Committee will reconsider whether to hire the firm and may retain Deloitte & Touche LLP or hire another firm without resubmitting the matter for stockholders to approve. The Audit Committee retains the discretion at any time to appoint a different independent auditor.

Representatives of Deloitte & Touche LLP are expected to be present at the annual meeting, available to respond to appropriate questions, and will have the opportunity to make a statement if they desire.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION  
OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR  
THE COMPANY FOR FISCAL YEAR 2014.**

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**OTHER INFORMATION FOR SHAREHOLDERS**

**Other Business**

The board of directors is not aware of any other matters to be presented at the annual meeting. If any other matter proper for action at the meeting should be presented, the holders of the accompanying proxy will vote the shares represented by the proxy on such matter in accordance with their best judgment. If any matter not proper for action at the meeting should be presented, the holders of the proxy will vote against consideration of the matter or the proposed action.

**Proposals for 2015**

The Company will review for inclusion in next year's proxy statement stockholder proposals received by December 19, 2014 pursuant to SEC Rule 14a-8. Proposals must be sent to Marguerite M. Elias, Executive Vice President, General Counsel and Secretary of the Company at 1250 N. Arlington Heights Rd., Suite 500, Itasca, Illinois 60143.

Stockholder proposals not included in next year's proxy statement may be brought before the 2015 annual meeting of stockholders by a stockholder of the Company who is entitled to vote at the meeting, who has given a written notice to the Executive Vice President, General Counsel and Secretary of the Company containing certain information specified in the bylaws and who was a stockholder of record at the time such notice was given. Such notice must be delivered to or mailed and received at the address in the preceding paragraph no earlier than January 29, 2015 and no later than February 28, 2015, except that if the date of the 2015 annual meeting of stockholders is changed, and the meeting is held before April 29, 2015 or after August 7, 2015, such notice must be delivered at the address in the preceding paragraph no earlier than 120 days prior to the new date of such annual meeting and not later than the close of business on the later of (i) the ninetieth day prior to the new date of such annual meeting and (ii) the tenth day following the day on which a public announcement of the new date of such annual meeting is first made.

**Annual Report for 2013**

The fiscal 2013 Annual Report to Stockholders, including our 2013 Annual Report on Form 10-K (which is not a part of our proxy soliciting materials), is being mailed with this Proxy Statement to those stockholders that received a copy of the proxy materials in the mail. Stockholders that received the Notice of Internet Availability of Proxy Materials can access this Proxy Statement and our fiscal 2013 Annual Report on our investor relations website at [www.ir.gogoair.com](http://www.ir.gogoair.com). Requests for copies of our Annual Report to Stockholders may also be directed to Investor Relations, Gogo Inc., 1250 N. Arlington Heights Rd., Suite 500, Itasca, Illinois 60143.

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We have filed our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 with the SEC. It is available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). Upon written request by a Gogo Inc. stockholder, we will mail without charge a copy of our Annual Report on Form 10-K, including the financial statements, but excluding exhibits to the Annual Report on Form 10-K. Exhibits to the Annual Report on Form 10-K are available upon payment of a reasonable fee, which is limited to our expenses in furnishing the requested exhibits. All requests should be directed to Investor Relations, Gogo Inc., 1250 N. Arlington Heights Rd., Suite 500, Itasca, Illinois 60143.

**Householding of Annual Disclosure Documents**

In some cases, stockholders holding their shares in a brokerage or bank account who share the same surname and address and have not given contrary instructions are receiving only one copy of our annual report and this proxy statement. This reduces the volume of duplicate information received at your household and helps to reduce costs. If you would like to have additional copies of these documents mailed to you, please call or write to our Investor Relations at 1250 N. Arlington Heights Rd., Suite 500, Itasca, Illinois 60143. If you want to receive separate copies of the proxy statement, annual report to stockholders or Notice of Internet Availability of Proxy Materials in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker or other nominee record holder.

BY ORDER OF THE BOARD OF DIRECTORS

Marguerite M. Elias  
Executive Vice President, General Counsel and Secretary

Itasca, Illinois

April 17, 2014

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**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

NAME	SHARES	
THE COMPANY NAME INC. - COMMON	SHARES	123,456,789,012.12345
THE COMPANY NAME INC. - CLASS A		123,456,789,012.12345
THE COMPANY NAME INC. - CLASS B		123,456,789,012.12345
THE COMPANY NAME INC. - CLASS C		123,456,789,012.12345
THE COMPANY NAME INC. - CLASS D		123,456,789,012.12345



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<b>THE COMPANY NAME INC. - CLASS E</b>	<b>123,456,789,012.12345</b>
<b>THE COMPANY NAME INC. - CLASS F</b>	<b>123,456,789,012.12345</b>
<b>THE COMPANY NAME INC. - 401 K</b>	<b>123,456,789,012.12345</b>

PAGE 1 OF 2

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: x

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

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**For All** **Withhold All** **For All Except** To withhold authority to vote for any individual nominee(s), mark **For All Except** and write the number(s) of the nominee(s) on the line below.

**The Board of Directors recommends you vote FOR the following:**

1. Election of Directors     
**Nominees**

01 Michael J. Small      02 Oakleigh Thorne

**The Board of Directors recommends you vote FOR the following proposal:**

**For      Against      Abstain**

2 To ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the year ending December 31, 2014                 

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Investor Address Line 1

Investor Address Line 2

Investor Address Line 3

Investor Address Line 4

Investor Address Line 5

John Sample

1234 ANYWHERE STREET

ANY CITY, ON A1A 1A1

**SHARES**

**CUSIP #**

**SEQUENCE #**

**JOB #**

Signature [PLEASE SIGN WITHIN BOX]

Signature (Joint Owners)

Date

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Notice & Proxy Statement, Annual Report is/are available at [www.proxyvote.com](http://www.proxyvote.com).



**GOGO INC.**

**Annual Meeting of Stockholders**

**May 29, 2014 9:00 AM, CDT**

**This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Norman Smagley and Marguerite M. Elias, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of GOGO INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 9:00 AM, CDT on May 29, 2014, at the Westin Chicago Northwest, 400 Park Blvd., Itasca, Illinois 60143, and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

**Continued and to be signed on reverse side**