

Gogo Inc.  
Form 8-K  
May 30, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 30, 2014 (May 29, 2014)**

**GOGO INC.**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35975**  
**(Commission**  
  
**File Number)**

**27-1650905**  
**(IRS Employer**  
  
**Identification No.)**

**1250 North Arlington Heights Rd.**

**Itasca, IL**  
**(Address of principal executive offices)**

**60143**  
**(Zip Code)**

**Registrant's telephone number, including area code: 630-647-1400**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On May 29, 2014, Gogo Inc. (the Company) held its 2014 annual meeting of stockholders (the Annual Meeting). Stockholders representing 70,616,419 shares, or 83.04%, of the common shares outstanding as of the April 7, 2014 record date were present in person or were represented at the meeting by proxy. Each proposal subject to a vote at the Annual Meeting was described in detail in the Company's 2014 Proxy Statement dated April 17, 2014. At the Annual Meeting, two items were acted upon by the stockholders. Final voting results are shown below.

**PROPOSAL 1****ELECTION OF DIRECTORS**

Stockholders elected, by a plurality of the votes cast, each of the following Class I directors to serve a three-year term expiring at the Company's 2017 annual meeting of stockholders or until their successors are duly elected and qualified.

| <b>NOMINEE</b>   | <b>FOR</b> | <b>WITHHOLD</b> | <b>BROKER NON-VOTE</b> |
|------------------|------------|-----------------|------------------------|
| Michael J. Small | 52,781,346 | 312,461         | 17,522,612             |
| Oakleigh Thorne  | 52,123,204 | 970,603         | 17,522,612             |

**PROPOSAL 2****RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Stockholders ratified, by the affirmative vote of a majority of the votes cast, the Board of Directors' appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year 2014.

|                      |            |
|----------------------|------------|
| <b>VOTES FOR</b>     | 69,584,782 |
| <b>VOTES AGAINST</b> | 154,965    |
| <b>ABSTENTIONS</b>   | 876,672    |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOGO INC.

**By:** /s/ Marguerite M. Elias  
Marguerite M. Elias  
Executive Vice President, General  
Counsel

and Secretary

Date: May 30, 2014