Gogo Inc.
Form 8-K
May 03, 2019

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 3, 2019

GOGO INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-35975**	**27-1650905**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

111 North Canal St., Suite 1500

Chicago, IL	**60606**
(Address of principal executive offices)	**(Zip Code)**

Registrant s telephone number, including area code: 312-517-5000

Not Applicable

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

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

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	**Trading Symbol**	**Name of Each Exchange on Which Registered**
Common stock, par value $0.0001 per share	**Gogo**	**NASDAQ Global Select Market**

Item 1.01 Entry into a Material Definitive Agreement

On April 30, 2019, Gogo Inc. (Gogo) commenced the solicitation of consents from holders of a majority of the outstanding principal amount of the 9.875% Senior Secured Notes due 2024 (the Notes), excluding Notes held by the Issuers (as defined herein) or any affiliates of the Issuers, issued by Gogo Intermediate Holdings LLC, a direct wholly-owned subsidiary of Gogo (the Issuer), and Gogo Finance Co. Inc., an indirect wholly-owned subsidiary of Gogo (the Co-Issuer and, together with the Issuer, the Issuers), to effect certain amendments to the Indenture (as defined below). As of May 3, 2019, holders of a majority of the outstanding principal amount of the Notes, excluding Notes held by the Issuers or any affiliates of the Issuers, have delivered consents to such proposed amendments.

On May 3, 2019, Gogo entered into the first supplemental indenture (the First Supplemental Indenture) to the indenture, dated as of April 25, 2019, among the Issuers, the guarantors party thereto and U.S. Bank National Association as trustee (the Trustee) and collateral agent, (the Indenture), to increase the amount of indebtedness under Credit Facilities (as defined in the Indenture) that may be incurred by the Issuer or the Subsidiary Guarantors (as defined in the Indenture) by $20 million in aggregate principal amount (the Indenture Amendment). The First Supplemental Indenture became effective immediately upon execution.

The First Supplemental Indenture is attached hereto as Exhibit 4.1. The foregoing description of the First Supplemental Indenture is qualified in its entirety by reference to the full text of the First Supplemental Indenture, which is incorporated herein by reference.

Item 8.01 Other Events

On May 3, 2019, Gogo issued a press release announcing the launch by the Issuers of $20 million aggregate principal amount of additional Notes (the Additional Notes). The Additional Notes are being offered and sold in a private offering exempt from the registration requirements of the Securities Act. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

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

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
4.1	First Supplemental Indenture, dated as of May 3, 2019, by and among Gogo Intermediate Holdings LLC, Gogo Finance Co. Inc., each of the guarantors party thereto and U.S. Bank National Association, as trustee.
99.1	Press Release dated May 3, 2019

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/ Barry Rowan
Barry Rowan
Executive Vice President and Chief Financial Officer

Date: May 3, 2019