

Gogo Inc.
Form 8-K
June 17, 2015

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): June 17, 2015 (June 16, 2015)

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 N. 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 June 16, 2015, Gogo Inc. (the Company) held its 2015 annual meeting of stockholders (the Annual Meeting). Stockholders representing 73,465,617 shares, or 85.66%, of the Company's common stock outstanding as of the April 17, 2015 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 2015 Proxy Statement dated April 28, 2015. At the Annual Meeting, four items were acted upon by the stockholders. Final voting results are shown below.

PROPOSAL 1**ELECTION OF DIRECTORS**

Stockholders elected each of the following Class II directors to serve a three-year term expiring at the Company's 2018 annual meeting of stockholders or until their successors are duly elected and qualified.

| NOMINEE | FOR | WITHHOLD | BROKER NON-VOTE |
|--------------------|------------|-----------------|----------------------------|
| Ronald T. LeMay | 60,703,742 | 759,201 | 12,002,674 |
| Robert H. Mundheim | 60,473,339 | 989,604 | 12,002,674 |
| Harris N. Williams | 61,358,183 | 104,760 | 12,002,674 |

PROPOSAL 2**ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION**

Stockholders approved the advisory resolution approving executive compensation.

| | |
|-------------------------|------------|
| VOTES FOR | 60,313,528 |
| VOTES AGAINST | 1,113,647 |
| ABSTENTIONS | 35,768 |
| BROKER NON-VOTES | 12,002,674 |

PROPOSAL 3**ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES**

Stockholders approved holding future advisory votes approving executive compensation every year.

| | |
|--------------------|------------|
| 3 YEARS | 567,105 |
| 2 YEARS | 64,001 |
| 1 YEAR | 60,793,514 |
| ABSTENTIONS | 38,323 |

PROPOSAL 4

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year 2015.

| | |
|----------------------|------------|
| VOTES FOR | 72,373,735 |
| VOTES AGAINST | 1,010,074 |
| ABSTENTIONS | 81,808 |

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: June 17, 2015