

Gogo Inc.  
Form SC 13G/A  
February 08, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

GOGO INC.  
(Name of Issuer)

Common Stock, Par Value \$0.0001 Per Share  
(Title of Class of Securities)

38046C109  
(CUSIP Number)

December 31, 2016  
(Date of Event which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages  
Page 1 of 10 Pages  
Exhibit Index: Page 9

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Pages

1. Names of Reporting Persons

STELLIAM INVESTMENT MANAGEMENT LP

2. Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3. SEC Use Only

4. Citizenship or Place of Organization

DELAWARE

5. Sole Voting Power

Number of Shares 8,560,000

Beneficially Owned By 6.  Shared Voting Power  
Each 0

Reporting Person 7.  Sole Dispositive Power  
With 8,560,000

8.  Shared Dispositive Power  
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,560,000

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented By Amount in Row (9)

9.9%

12. Type of Reporting Person (See Instructions)

PN, IA



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1. Names of Reporting Persons

STELLIAM GP LLC

2. Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3. SEC Use Only

4. Citizenship or Place of Organization

DELAWARE

5. Sole Voting Power

Number of  
Shares 8,560,000

Beneficially  
Owned By 6.  Shared Voting Power  
Each 0

Reporting  
Person 7.  Sole Dispositive Power  
With 8,560,000

8.  Shared Dispositive Power  
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,560,000

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented By Amount in Row (9)

9.9%

12. Type of Reporting Person (See Instructions)

OO, HC

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1. Names of Reporting Persons

ROSS MARGOLIES

2. Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3. SEC Use Only

4. Citizenship or Place of Organization

UNITED STATES

5. Sole Voting Power

Number of Shares 8,560,000

Beneficially Owned By 6. Shared Voting Power  
0

Each Reporting Person 7. Sole Dispositive Power  
8,560,000

8. Shared Dispositive Power  
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,560,000

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented By Amount in Row (9)

9.9%

12. Type of Reporting Person (See Instructions)

IN, HC

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Item 1(a). Name of Issuer:

Gogo Inc. (the "Issuer").

Item 1(b). Address of the Issuer's Principal Executive Offices:

111 North Canal St., Suite 1500  
Chicago, IL 60606

Item 2(a). Name of Person Filing

The Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Stelliam Investment Management LP ("Stelliam Investment Management");
- ii) Stelliam GP LLC ("Stelliam GP"); and
- iii) Ross Margolies ("Mr. Margolies").

This statement relates to Shares (as defined herein) held for the account of Stelliam Master Fund, L.P., a Cayman Islands exempted limited partnership (the "Master Fund"), Stelliam Master Long Fund, L.P., a Cayman Islands exempted limited partnership (the "Long Fund" and together with the Master Fund, the "Funds"), and a certain other fund for which Stelliam Investment Management provides investment management or investment advice (the "Other Fund"). Stelliam Investment Management serves as investment manager of the Funds and sub-adviser t