

Global Eagle Entertainment Inc.
Form DEF 14A
April 30, 2015

**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 x
Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary proxy statement
 o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
 x Definitive proxy statement
 o Definitive additional materials
 o Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

Global Eagle Entertainment Inc.

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(1)

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Form, schedule or registration statement no.:

(3)

Filing party:

(4)

Date filed:

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Global Eagle Entertainment Inc.

**4553 Glencoe Avenue
Los Angeles, California 90292**

April 30, 2015

Dear Fellow Stockholders:

You are cordially invited to attend the 2015 Annual Meeting of Stockholders of Global Eagle Entertainment Inc. on Tuesday, June 23, 2015, at 10:00 a.m. (local time) at our offices at 4553 Glencoe Avenue, Los Angeles, California 90292.

Details about the business to be conducted at the Annual Meeting and other information can be found in the attached Notice of Annual Meeting of Stockholders and Proxy Statement. As a stockholder, you will be asked to vote on a number of proposals.

Whether or not you plan to attend the Annual Meeting of Stockholders in person, your vote is important. After reading the attached Notice of Annual Meeting of Stockholders and Proxy Statement, please submit your proxy or voting instructions promptly.

On behalf of the management team and your Board of Directors, thank you for your continued support and interest in Global Eagle Entertainment Inc.

Sincerely,

Dave Davis
Chief Executive Officer and Director

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Global Eagle Entertainment Inc.

4553 Glencoe Avenue
Los Angeles, California 90292

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To Be Held on June 23, 2015

The 2015 Annual Meeting of Stockholders of Global Eagle Entertainment Inc. (the Annual Meeting) will be held on June 23, 2015 at 10:00 a.m. (local time) at our offices at 4553 Glencoe Avenue, Los Angeles, California 90292, for the following purposes:

1. To elect Jeffrey E. Epstein, Jeffrey A. Leddy and Stephen Hasker as Class I members of our Board of Directors, each to serve for a three-year term;
2. To approve an amendment and restatement of the Global Eagle Entertainment Inc. 2013 Equity Incentive Plan, as amended (the Incentive Plan) which increases the number of shares of common stock available for grant by 1,500,000;
3. To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in this Proxy Statement;
4. To consider and vote upon any adjournment of the Annual Meeting, if necessary, to solicit additional proxies in favor of proposal 2;
5. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015; and
6. To transact any other business that properly comes before the Annual Meeting and any adjournment or postponement thereof.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

Only stockholders of record as of the close of business on April 30, 2015 are entitled to receive notice of and to vote at the Annual Meeting and any and all adjournments or postponements thereof. Stockholders who hold shares in street name may vote through their brokers, banks or other nominees.

Regardless of the number of shares you own and whether you plan to attend the Annual Meeting, please vote. All stockholders of record can vote (i) over the Internet by accessing the Internet website specified on the enclosed proxy card and following the instructions provided to you, (ii) by calling the toll-free telephone number specified on the enclosed proxy card and following the instructions when prompted, (iii) by written proxy by signing and dating the enclosed proxy card and returning it, or (iv) by attending the Annual Meeting in person.

We encourage you to receive all proxy materials in the future electronically to help us save printing costs and postage fees, as well as natural resources in producing and distributing these materials. If you wish to receive these materials electronically in the future, please follow the instructions on the proxy card.

By Order of the Board of Directors,

Jay Itzkowitz

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Senior Vice President, General Counsel and Secretary

April 30, 2015

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY
OF PROXY MATERIALS FOR THE ANNUAL MEETING
OF STOCKHOLDERS TO BE HELD ON JUNE 23, 2015**

**This Notice of Annual Meeting and Proxy Statement
and our 2014 Annual Report are available on our
website at *www.geemedia.com under
Investors Financial Info***

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Global Eagle Entertainment Inc.

4553 Glencoe Avenue
Los Angeles, California 90292

PROXY STATEMENT FOR THE 2015 ANNUAL MEETING OF STOCKHOLDERS To Be Held on June 23, 2015

This Proxy Statement is being furnished to stockholders of record of Global Eagle Entertainment Inc. (Global Eagle, the Company, we, us or our) as of the close of business on April 30, 2015 in connection with the solicitation by our Board of Directors of proxies for the 2015 Annual Meeting of Stockholders (the Annual Meeting) to be held at our offices located at 4553 Glencoe Avenue, Los Angeles, California 90292, on Tuesday, June 23, 2015, at 10:00 a.m. (local time), or at any and all adjournments or postponements thereof, for the purposes stated in the Notice of Annual Meeting of Stockholders. The approximate date of mailing of this Proxy Statement and the enclosed form of proxy is May 5, 2015.

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

Why am I receiving these materials?

We have sent you these proxy materials because our Board of Directors is soliciting your proxy to vote at the Annual Meeting, including at any adjournments or postponements of the meeting. You are invited to attend the Annual Meeting to vote on the proposals described in this Proxy Statement. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card, or follow the instructions below to submit your proxy over the telephone or through the Internet.

How do I attend the Annual Meeting?

The Annual Meeting will be held at our offices located at 4553 Glencoe Avenue, Los Angeles, California 90292 on Tuesday, June 23, 2015, at 10:00 a.m. (local time). For directions, contact our offices at (310) 437-6000. Information on how to vote in person at the Annual Meeting is discussed below.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on April 30, 2015, the record date for the Annual Meeting, will be entitled to vote at the Annual Meeting. On this record date, there were 77,104,388 shares of common stock outstanding and entitled to vote. For ten days prior to the Annual Meeting, during normal business hours, a complete list of all stockholders on the record date will be available for examination by any stockholder at the Company's offices at 4553 Glencoe Avenue, Los Angeles, California 90292. The list of stockholders will also be available at the Annual Meeting.

Stockholder of Record: Shares Registered in Your Name

If at the close of business on April 30, 2015 your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card or vote by proxy over the telephone or through the Internet as instructed below to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If at the close of business on April 30, 2015 your shares were held in an account at a brokerage firm, bank, dealer or other similar organization, rather than in your own name, then you are the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how

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to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent.

What am I voting on?

There are five matters scheduled for a vote:

1. To elect Jeffrey E. Epstein, Jeffrey A. Leddy and Stephen Hasker as Class I members of our Board of Directors, each to serve for a three-year term;
To approve an amendment and restatement of the Global Eagle Entertainment Inc. 2013 Equity Incentive Plan, as amended (the Incentive Plan) which increases the number of shares of common stock available for grant by 1,500,000 (the Incentive Plan Amendment);
2. To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in this Proxy Statement;
3. To consider and vote upon any adjournment of the Annual Meeting, if necessary, to solicit additional proxies in favor of proposal 2; and
4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.
- 5.

What are our Board of Directors recommendations?

Unless you give other instructions on your proxy card, or by telephone or on the Internet, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of our Board of Directors. Our Board of Directors recommendation is set forth together with the description of each item in this Proxy Statement. In summary, our Board of Directors recommends a vote:

FOR election of the nominated slate of directors (see Proposal 1);

FOR approval of the Incentive Plan Amendment (see Proposal 2);

FOR approval, on an advisory basis, of the compensation of our named executive officers (see Proposal 3); and
FOR the adjournment of the Annual Meeting, if necessary, to solicit additional proxies in favor of Proposal 2 (see Proposal 4); and

FOR ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015 (see Proposal 5).

What if another matter is properly brought before the meeting?

The Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. If you have submitted a proxy and any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his best judgment.

How do I vote?

For Proposal 1, you may either vote For all the nominees to the Board of Directors or you may Withhold your vote for any one or more nominees you specify. For Proposals 2, 3, 4 and 5, you may vote For or Against or abstain from voting.

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The procedures for voting are fairly simple:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote in person at the Annual Meeting, vote by proxy using the enclosed proxy card, vote by proxy over the telephone or vote by proxy through the Internet. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person even if you have already voted by proxy.

To vote in person, come to the Annual Meeting and we will give you a ballot when you arrive. To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

To vote by proxy over the telephone, dial toll-free 1-800-776-9437 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the Company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m. Eastern Daylight Time on June 22, 2015 to be counted.

To vote by proxy through the Internet, go to www.voteproxy.com to complete an electronic proxy card. You will be asked to provide the Company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m. Eastern Daylight Time on June 22, 2015 to be counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from us.

Simply complete and mail the proxy card to ensure that your vote is counted. Alternatively, you may vote by telephone or through the Internet as instructed by your broker or bank. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank, or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you owned at the close of business on April 30, 2015.

What happens if I do not vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record and do not vote by completing your proxy card, by telephone, through the Internet or in person at the Annual Meeting, your shares will not be voted, nor will your shares count toward the establishment of a quorum for the meeting.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner and do not instruct your broker, bank or other agent how to vote your shares, the question of whether your broker or nominee will still be able to vote your shares depends on whether the proposal is considered to be a routine matter. See below under "What are broker non-votes?" for more information. At the Annual

Meeting, only Proposal 5 is considered to be a routine matter. Accordingly, without your instructions, your broker or nominee may not vote your shares on Proposals 1, 2, 3 or 4, but may vote your shares on Proposal 5.

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What if I return a signed proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, For the election of the three nominees to our Board of Directors and For Proposals 2, 3, 4 and 5.

If any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his best judgment.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We also have hired Morrow & Co., LLC (Morrow) to assist us in the distribution of proxy materials and the solicitation of votes. Morrow may solicit proxies personally, electronically or by telephone. We will pay Morrow a base fee of \$7,500 plus customary costs and expenses for these services. We have agreed to indemnify Morrow against certain liabilities arising out of or in connection with these services. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

What does it mean if I receive more than one set of proxy materials?

If you receive more than one set of proxy materials, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the proxy card in the proxy materials to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Yes. You can revoke your proxy at any time before the final vote at the meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

You may submit another properly completed proxy card with a later date.

You may grant a subsequent proxy by telephone or through the Internet.

You may send a timely written notice that you are revoking your proxy to our Secretary at 4553 Glencoe Avenue, Los Angeles, California 90292.

You may attend the Annual Meeting and vote in person. Simply attending the meeting will not, by itself, revoke your proxy.

Your most recent proxy card or telephone or Internet proxy is the one that is counted.

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank for changing your vote.

When are stockholder proposals and director nominations due for next year s annual meeting?

To be considered for inclusion in next year s proxy materials, y