

Global Eagle Entertainment Inc.

Form 4

March 21, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHAPIRO EDWARD

(Last) (First) (Middle)

C/O GLOBAL EAGLE
ENTERTAINMENT INC., 4553
GLENCOE AVENUE

(Street)

LOS ANGELES, CA 90292

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Global Eagle Entertainment Inc.
[ENT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	03/10/2016		A	5,405	A \$ 0 9,090	D	
Common Stock					28,981,072	I	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.25	03/10/2016		A	15,444	(3) 03/10/2021	Common Stock	15,444

Reporting Owners

Relationships**Reporting Owner Name / Address**

Director	10% Owner	Officer	Other
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SHAPIRO EDWARD
C/O GLOBAL EAGLE ENTERTAINMENT INC.
4553 GLENCOE AVENUE
LOS ANGELES, CA 90292

X

Signatures

/s/ Edward L.
Shapiro

03/21/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to Restricted Stock Units that are expected to vest on April 10, 2017.

These shares (the "Shares") are owned by PAR Investment Partners, L.P. ("PIP"). PAR Capital Management, Inc. ("PCM") is the general partner of PAR Group, L.P. ("PAR Group"), which is the general partner of PIP. The reporting person is the Chairman of the Board of the

(2) Issuer and a Managing Partner of PCM. In his capacity as a Managing Partner of PCM, the reporting person has investment discretion over the portfolio that includes the Shares. The reporting person disclaims beneficial ownership of the Shares, except to the extent of his pecuniary interest, if any, therein by virtue of his equity ownership of PCM and PAR Group.

(3) Stock options are expected to vest in four equal quarterly installments, beginning on March 31, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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