

SLOAN HARRY
Form 4
February 01, 2013

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 *
SLOAN HARRY

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
10900 WILSHIRE BLVD., SUITE
1500

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2013

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

(Street)
LOS ANGELES, CA 90024

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

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

(City) (State) (Zip)

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)
			Code	V Amount (D) Price			

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

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(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Sponsor Warrants	\$ 11.5	01/31/2013	P		666,667		(1)	(1)	Common Stock, par value \$0.0001 per share	666,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLOAN HARRY 10900 WILSHIRE BLVD. SUITE 1500 LOS ANGELES, CA 90024	X	X		

Signatures

/s/ Laura Rosenblum,
Attorney-in-Fact

02/01/2013

__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).

The Sponsor Warrants are identical to the warrants included in the units that were sold by the Issuer in its initial public offering, except for those differences set forth in the Issuer's registration statement on Form S-1 (File No. 333-172267). In addition, the Sponsor Warrants

- (1) generally are not transferable, assignable or salable until 30 days after the January 31, 2013. The Sponsor Warrants will become exercisable 30 days after January 31, 2013, and will expire at 5:00 p.m., New York time, January 31, 2018 or earlier upon redemption or liquidation.

- (2) Under the terms of the limited liability company agreement of Global Eagle Acquisition LLC, the Issuer's Sponsor, Harry E. Sloan and Jeff Sagansky share voting and dispositive control of the shares of the Issuer's warrants to purchase common stock held by Global Eagle Acquisition LLC. The reporting person disclaims beneficial ownership of these warrants except to the extent of his pecuniary interest therein.

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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