

Global Eagle Entertainment Inc.
Form 3
May 12, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Adepoju Wale</p> <p>(Last) (First) (Middle)</p> <p>C/O GLOBAL EAGLE ENTERTAINMENT INC.,Â 4553 GLENCOE AVENUE</p> <p>(Street)</p> <p>LOS ANGELES,Â CAÂ 90292</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/30/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Global Eagle Entertainment Inc. [ENT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Exec. VP & Chief Cmcl Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <u>(1)</u>	7,752	D	Â
Common Stock <u>(2)</u>	15,209	D	Â

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	Â (3)	09/16/2018	Common Stock	430,000	\$ 10	D	Â
Stock Option (right to buy)	Â (4)	09/16/2018	Common Stock	7,072	\$ 10	D	Â
Stock Option (right to buy)	Â (5)	09/16/2018	Common Stock	32,928	\$ 10	D	Â
Stock Option (right to buy)	Â (6)	06/05/2019	Common Stock	100,000	\$ 10.57	D	Â
Stock Option (right to buy)	Â (7)	03/16/2020	Common Stock	42,134	\$ 13.15	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adepoju Wale C/O GLOBAL EAGLE ENTERTAINMENT INC. 4553 GLENCOE AVENUE LOS ANGELES, CA 90292	Â	Â	Â Exec. VP & Chief Cmcl Officer	Â

Signatures

/s/ Joel L. Rubinstein, 05/12/2015
Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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, subject to the reporting person's continued employment with Global Eagle Entertainment Inc., on September 17, 2015.
- (2) Pursuant to Restricted Stock Units that are expected to vest in four equal annual installments, beginning on March 16, 2016.
- (3) 25% (107,500) underlying shares vested on September 16, 2014, and the remaining underlying shares have and are expected to continue to vest monthly on a pro rata basis during the following three years until fully vested.
- (4) 25% (1,768) underlying shares vested on September 16, 2014, and the remaining underlying shares have and are expected to continue to vest monthly on a pro rata basis during the following three years until fully vested.
- (5) 25% (8,232) underlying shares vested on September 16, 2014, and the remaining underlying shares have and are expected to continue to vest monthly on a pro rata basis during the following three years until fully vested.

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- (6) 25% (25,000) underlying shares are expected to vest on June 5, 2015, and the remaining underlying shares are expected to continue to vest monthly on a pro rata basis during the following three years until fully vested.
- (7) The stock options are expected to vest in four equal annual installments, beginning on March 16, 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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