

Global Eagle Entertainment Inc.
Form 4
July 28, 2016

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Avellan Abel Antonio

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)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. & Chief Strategy Officer

C/O GLOBAL EAGLE ENTERTAINMENT INC., 4553 GLENCOE AVENUE, SUITE 300

(Street)

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

LOS ANGELES, CA 90292

(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 Ownership (Instr. 4) | |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock <u>(1)</u> <u>(2)</u> | 07/27/2016 | | A | 275,000 | A | \$ 0 | 275,000 | D |
| Common Stock | 07/27/2016 | | A | 175,000 | A | \$ 0 | 450,000 | D |
| Common Stock <u>(3)</u> | 07/27/2016 | | F | 74,103 | D | \$ 8.03 | 375,897 | D |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 8.03 | 07/27/2016 | | A | 450,000 | <u>(4)</u> | 07/27/2023 | Common Stock | 450,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Avellan Abel Antonio C/O GLOBAL EAGLE ENTERTAINMENT INC. 4553 GLENCOE AVENUE, SUITE 300 LOS ANGELES, CA 90292 | | | Pres. & Chief Strategy Officer | |

Signatures

/s/ Joel Rubinstein, 07/28/2016
Attorney-in-Fact

**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) Subject to continuous employment, these shares were granted as restricted stock units, and will vest in three equal installments with the first installment vesting on July 27, 2017.
- (2) Granted pursuant to Global Eagle Entertainment Inc.'s 2016 Inducement and Retention Stock Plan for EMC Employees under NASDAQ Listing Rule 5635(c)(4).
- (3) Reflects shares withheld to satisfy tax withholding obligations.
- (4) Subject to continuous employment, these stock options will vest on the following schedule: (i) with respect to one-third of the underlying shares, on July 27, 2017; and (ii) with respect to the remaining underlying shares, monthly on a pro rata basis during the following two years until fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.