

Grossman Jay M.
Form 4
February 26, 2018

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 *
EMC HoldCo 2 B.V.

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)
888 BOYLSTON STREET, 16TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2018

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

(Street)
BOSTON, MA 02199

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/22/2018		S	50,000 D	\$ 1,6959 9,587,955 <u>(1)</u>	I	By EMC Acquisition Holdings, LLC <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock	02/23/2018		S	10,305 D	\$ 1,6131 9,577,650 <u>(2)</u>	I	By EMC Acquisition Holdings, LLC <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>

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

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SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMC HoldCo 2 B.V. 888 BOYLSTON STREET, 16TH FLOOR BOSTON, MA 02199		X		
ABRY Partners VII Co-Investment Fund, L.P. 888 BOYLSTON STREET, 16TH FLOOR BOSTON, MA 02199		X		
ABRY Partners VII, L.P. 888 BOYLSTON STREET, 16TH FLOOR BOSTON, MA 02199		X		
ABRY INVESTMENT PARTNERSHIP, L.P. 888 BOYLSTON STREET, 16TH FLOOR BOSTON, MA 02199		X		
Grossman Jay M. 888 BOYLSTON STREET, 16TH FLOOR BOSTON, MA 02199		X		
			X	

KOENIG PEGGY
888 BOYLSTON STREET, 16TH FLOOR
BOSTON, MA 02199

Signatures

/s/ Kostas Sofronas, Authorized Person of EMC Aggregator LLC	02/26/2018
**Signature of Reporting Person	Date
/s/ Kostas Sofronas, Authorized Person of ABRY VII Capital Investors, LLC, general partner of ABRY VII Capital Partners, L.P., which is the general partner of ABRY Partners VII, L.P.	02/26/2018
**Signature of Reporting Person	Date
/s/ Kostas Sofronas, Authorized Person of ABRY VII Capital Investors, LLC, member of ABRY Partners VII Co-Investment GP, LLC, which is the general partner of ABRY Partners VII Co-Investment Fund, L.P.	02/26/2018
**Signature of Reporting Person	Date
/s/ Kostas Sofronas, Authorized Person of ABRY Investment GP, LLC, which is the general partner of ABRY Investment Partnership, L.P.	02/26/2018
**Signature of Reporting Person	Date
/s/ Jay Grossman	02/26/2018
**Signature of Reporting Person	Date
/s/ Peggy Koenig	02/26/2018
**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) The price shown in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.63 to \$1.745, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1 and 2 to this Form 4 report.
 - (2) The price shown in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.60 to \$1.65, inclusive.
 - (3) The securities are held directly by EMC Acquisition Holdings, LLC ("EMC Acquisition Holdings"). EMC Aggregator, LLC owns 84.3% of the member interests of and controls EMC Acquisition Holdings. EMC Acquisition Holdings owned 5,080,049 of the shares of the Issuer prior to the transactions set forth above.

On December 28, 2017, EMC Aggregator, LLC became the direct owner of 4,557,906 of the Shares of the Issuer, as a result of the transfer of such shares from EMC Holdco 2 B.V. to EMC Aggregator, LLC in connection with the dissolution of EMC Holdco 2 B.V. EMC Holdco 2 B.V. was an indirect wholly owned subsidiary of EMC Aggregator, LLC. As a result, EMC Aggregator, LLC is the beneficial owner of 9,637,955 of the Shares of the Issuer prior to the reported transactions. Based upon the statement in the Issuer's proxy statement, as filed with the Securities and Exchange Commission on November 28, 2017, that there were 90,770,478 shares of Common Stock of the Issuer outstanding as of November 20, 2017, EMC Aggregator, LLC nows beneficially owns 10.55% of the Issuer's outstanding shares.
 - (5) As the direct owner of 96.72429% of the equity interests of EMC Aggregator, LLC, ABRY Partners VII, L.P., a Delaware limited partnership, also may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC. As the direct owner of 3.19196% of the equity interests of EMC Aggregator, LLC, ABRY Partners VII Co-Investment Fund, L.P., a Delaware limited partnership, also may be deemed to share voting and dispositive power with respect to

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any Shares beneficially owned by EMC Aggregator, LLC. As the direct owner of 0.08375% of the equity interests of EMC Aggregator, ABRY Investment Partnership, L.P. also may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC. Each of James Scola and Messrs.

- (6) Yosef-Or and Brucato is a member of the board of directors of each of EMC Aggregator, LLC and may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

- (7) ABRY VII Capital Partners, L.P., a Delaware limited partnership, the general partner of ABRY Partners VII, L.P., may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

- (8) ABRY Partners VII Co-Investment GP, LLC, a Delaware limited liability company, the general partner of ABRY Partners VII Co-Investment Fund, L.P., may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

- (9) ABRY VII Capital Investors, LLC, a Delaware limited liability company, the general partner of ABRY VII Capital Partners, L.P. and member of ABRY Partners VII Co-Investment GP, LLC, may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

- (10) ABRY GP, a Delaware limited liability company, the general partner of ABRY Investment Partnership, L.P., may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

- (11) Each of Mr. Jay Grossman and Ms. Peggy Koenig, equal members and managers of each of ABRY GP and ABRY VII Capital Investors, LLC, may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

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.