





Item 1. Description of Registrant’s Securities to be Registered

The securities to be registered hereby are the units, common stock and warrants to purchase common stock of Global Eagle Acquisition Corp. (the “Company”). The description of the units, common stock and warrants to purchase common stock contained under the heading “Description of Securities” in the Registration Statement on Form S-1 (File No. 333-172267), as amended (the “Registration Statement”), to which this Form 8-A relates is incorporated by reference herein. In addition, any description of such securities contained in a form of prospectus relating to the Registration Statement subsequently filed by the Company pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits

Exhibit

No.	Description
3.1	Form of Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to Amendment No. 4 to the Registrant’s Registration Statement on Form S-1 (File No. 333-172267), filed with the Securities and Exchange Commission on May 11, 2011).
3.2	Form of By-laws (Incorporated by reference to Exhibit 3.2 to the Registrant’s Registration Statement on Form S-1 (File No. 333-172267), filed with the Securities and Exchange Commission on February 15, 2011).
4.1	Specimen Unit Certificate (Incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registrant’s Registration Statement on Form S-1 (File No. 333-172267), filed with the Securities and Exchange Commission on March 21, 2011).
4.2	Specimen Common Stock Certificate (Incorporated by reference to Amendment No. 4 to the Registrant’s Registration Statement on Form S-1 (File No. 333-172267), filed with the Securities and Exchange Commission on May 11, 2011).
4.3	Specimen Warrant Certificate (included as an exhibit in the Warrant Agreement).
4.4	Form of Warrant Agreement between the Registrant and American Stock Transfer & Trust Company, LLC (Incorporated by reference to Amendment No. 2 to the Registrant’s Registration Statement on Form S-1 (File No. 333-172267), filed with the Securities and Exchange Commission on April 6, 2011).
10.3	Form of Investment Management Trust Agreement between the Registrant and American Stock Transfer & Trust Company, LLC (Incorporated by reference to Amendment No. 4 to the Registrant’s Registration Statement on Form S-1 (File No. 333-172267), filed with the Securities and Exchange Commission on May 11, 2011).
10.5	Form of Registration Rights Agreement among the Registrant, Global Eagle Acquisition LLC and the individuals party thereto (Incorporated by reference to

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Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-172267), filed with the Securities and Exchange Commission on March 21, 2011).

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 12, 2011

GLOBAL EAGLE ACQUISITION CORP.

By: /s/ James A. Graf  
Name: James A. Graf  
Title: Vice President, Chief Financial  
Officer,  
Treasurer and Secretary

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