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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Global Eagle Entertainment Inc.

(Name of Issuer)

Warrants to Purchase Common Stock, \$0.0001 par value

(Title of Class of Securities)

37951D102

(CUSIP Number)

Searchlight II TBO-W, L.P.
c/o Searchlight Capital Partners, L.P.
745 5th Avenue - 27th Floor
New York, NY 10151
Attention: Nadir Nurmohamed

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 5, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Searchlight II TBO-W, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO (See item 3)	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 38,169,207 ⁽¹⁾
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER 38,169,207 ⁽¹⁾
	10	SHARED DISPOSITIVE POWER None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 38,169,207 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 30.9%	
14	TYPE OF REPORTING PERSON PN	

(1) Represents the number of shares of common stock, par value \$0.0001 per share, of the Issuer held by the reporting person plus common stock issuable to the reporting person upon the exercise of the Warrants and conversion of the Convertible Notes at the conversion rate in effect on the date of this Amendment No. 2.

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Searchlight II TBO GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 38,169,207
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER 38,169,207
	10	SHARED DISPOSITIVE POWER None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 38,169,207	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 30.9%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON SC II PV TBO, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER None
	8	SHARED VOTING POWER 38,169,207
	9	SOLE DISPOSITIVE POWER None
	10	SHARED DISPOSITIVE POWER 38,169,207
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 38,169,207	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 30.9%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Searchlight Capital II (FC) AIV, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER None
	8	SHARED VOTING POWER 38,169,207
	9	SOLE DISPOSITIVE POWER None
	10	SHARED DISPOSITIVE POWER 38,169,207
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 38,169,207	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 30.9%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON SC II TBO, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER None
	8	SHARED VOTING POWER 38,169,207
	9	SOLE DISPOSITIVE POWER None
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 30.9%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Searchlight Capital Partners II GP, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 38,169,207
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER 38,169,207
	10	SHARED DISPOSITIVE POWER None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 38,169,207	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 30.9%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Searchlight Capital Partners II GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 38,169,207
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 30.9%	
14	TYPE OF REPORTING PERSON OO	

This Amendment No. 2 (“**Amendment No. 2**”) to Schedule 13D amends and supplements the statement on Schedule 13D filed with the United States Securities and Exchange Commission on April 5, 2018, as amended by Amendment No. 1 thereto filed on May 23, 2018 (as so amended, the “**Statement**”), relating to Global Eagle Entertainment Inc. (the “**Issuer**”).

Item 1. Security and Issuer.

No material change.

Item 2. Identity and Background.

No material change.

Item 3. Source or Amount of Funds or Other Consideration.

Item 3 is hereby amended by adding the following paragraph as the last paragraph thereof:

Set forth on Exhibit A are the trade dates, number of shares purchased and the average price per share on each trade date, for all transactions in the Common Stock by the Reporting Persons since the Statement was amended on May 23, 2018. The source of funds for these purchases was capital contributions made by investors in the Reporting Persons together with available lines of credit.

Item 4. Purpose of Transaction.

No material change.

Item 5. Interest in Securities of the Issuer.

No material change.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No material change.

Item 7. Material to Be Filed as Exhibits.

The following are filed herewith as Exhibits to this Schedule 13D:

- Exhibit 1 [Joint Filing Agreement, as required by Rule 13d-1\(k\)\(1\) under the Securities Exchange Act of 1934, as amended \(previously filed\)](#)
 - Exhibit 2 [Securities Purchase Agreement, dated as of March 8, 2018, by and among Global Eagle Entertainment Inc., Searchlight II TBO, L.P. and Searchlight II TBO-W, L.P. \(incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed March 9, 2018\).](#)
 - Exhibit 3 [Penny Warrant, dated as of March 27, 2018, issued by Global Eagle Entertainment Inc. to Searchlight II TBO-W, L.P. \(incorporated by reference to Exhibit 10.2 of the Issuer's Current Report on Form 8-K filed March 27, 2018\).](#)
 - Exhibit 4 [Market Warrant, dated as of March 27, 2018, issued by Global Eagle Entertainment Inc. to Searchlight II TBO-W, L.P. \(incorporated by reference to Exhibit 10.3 of the Issuer's Current Report on Form 8-K filed March 27, 2018\).](#)
 - Exhibit 5 [Warranholders Agreement, dated as of March 27, 2018, by and among Global Eagle Entertainment Inc. and Searchlight II TBO-W, L.P. \(incorporated by reference to Exhibit 10.4 of the Issuer's Current Report on Form 8-K filed March 27, 2018\).](#)
 - Exhibit 6 [Indenture \(including the Form of Convertible Note\), dated as of February 18, 2015, between the Issuer and U.S. Bank National Association, as trustee \(incorporated by reference to Exhibit 4.1 to the Issuer's current report on Form 8-K filed February 19, 2015\).](#)
-

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 7, 2019

Searchlight II TBO-W, L.P.

By: Searchlight II TBO GP, LLC
Its: general partner

By: /s/ Eric Zinterhofer
Name: Eric Zinterhofer
Title: Authorized Person

Searchlight II TBO GP, LLC

By: /s/ Eric Zinterhofer
Name: Eric Zinterhofer
Title: Authorized Person

SC II PV TBO, L.P.

By: Searchlight Capital Partners II GP, L.P.
Its: general partner

By: /s/ Eric Zinterhofer
Name: Eric Zinterhofer
Title: Authorized Person

Searchlight Capital II (FC) AIV, L.P.

By: Searchlight Capital Partners II GP, L.P.
Its: general partner

By: /s/ Eric Zinterhofer
Name: Eric Zinterhofer
Title: Authorized Person

SC II TBO, L.P.

By: Searchlight Capital Partners II GP, L.P.
Its: general partner

By: /s/ Eric Zinterhofer
Name: Eric Zinterhofer
Title: Authorized Person

Searchlight Capital Partners II GP, L.P.

By: Searchlight Capital Partners II GP, LLC
Its: general partner

By: /s/ Eric Zinterhofer
Name: Eric Zinterhofer
Title: Authorized Person

Searchlight Capital Partners II GP, LLC

By: /s/ Eric Zinterhofer
Name: Eric Zinterhofer
Title: Authorized Person

ANNEX A

Searchlight Capital Partners II GP, LLC Managers

<u>Name</u>	<u>Business Address</u>	<u>Citizenship</u>
Oliver Haarmann	56 Conduit Street, 4th Floor London W1S 2YZ United Kingdom	German
Erol Uzumeri	22 Adelaide Street West, 35th Floor Bay-Adelaide Centre Toronto, ON M5H 4E3 Canada	Canadian
Eric Zinterhofer	745 Fifth Avenue, 27th Floor New York, NY 10151 United States	American

Transaction in the Common Stock
Since the Statement was amended on May 23, 2018

PURCHASES BY SEARCHLIGHT II TBO-W, L.P.

Trade Date	Number of Shares Purchased	Average Price (in dollars)	Price Range (in dollars)
05/23/2018	90,382	1.9136	1.88 - 1.95
05/24/2018	30,290	1.9600	1.96
05/25/2018	173,641	1.9676	1.93 - 1.98
06/05/2019	5,000,000	0.3000	0.30

* The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, Global Eagle Entertainment Inc. (the "Global Eagle") or a security holder of Global Eagle full information regarding the number of shares of Common Stock purchased at each separate price within the range set forth in this column.
