

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

---

**FORM 8-K**

---

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): January 2, 2013**

---

**GLOBAL EAGLE ACQUISITION CORP.**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35176**  
(Commission  
File Number)

**27-4757800**  
(IRS Employer  
Identification No.)

**10900 Wilshire Blvd. Suite 1500, Los Angeles, California 90024**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (310) 209-7280**

**Not Applicable**  
(Former name or former address, if changed since last report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- £ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- £ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- £ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 3.01(a) Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On January 2, 2013, Global Eagle Acquisition Corp. (the “Company”) received a letter from the staff of the Listings Qualifications Department of The Nasdaq Stock Market LLC (the “Nasdaq Staff”) stating that the Nasdaq Staff has determined to initiate procedures to delist the Company’s common stock, units and warrants from The Nasdaq Stock Market because the Company did not hold an annual meeting of shareholders by December 31, 2012 or solicit proxies and provide proxy statements to Nasdaq in accordance with Listing Rules 5620(a) and 5620(b) and because the Company’s common stock does not comply with the minimum 300 public holders requirement set forth in Listing Rule 5550(a)(3). The Company has requested a hearing to appeal the Nasdaq Staff’s determination, which has stayed the suspension of the Company’s securities pending the decision by the Nasdaq Hearings Panel. The hearing has been scheduled for March 7, 2013, which is after the date by which the Company must complete an initial business combination or otherwise cease operations and liquidate its trust account. The Company has applied to continue to list its common stock on The Nasdaq Stock Market in connection with its previously announced business combination transaction in which the Company proposes to acquire Row 44, Inc., a Delaware corporation (“Row 44”), and 86% of the issued and outstanding shares of Advanced Inflight Alliance AG, a German corporation (“AIA”) (the “Business Combination”). As described below, the Company has established a meeting date of January 30, 2013 for a special meeting in lieu of the 2012 and 2013 annual meetings of its stockholders to consider and vote upon several proposals related to the Business Combination, and will solicit proxies in connection therewith. The Company anticipates being able to demonstrate to the Nasdaq Staff that it will meet the minimum 300 public holders requirement in connection with the closing of the proposed Business Combination.

**Item 8.01 Other Events.**

On January 7, 2013, the Company issued a press release announcing that it has set January 30, 2013 as the date for a special meeting in lieu of the 2012 and 2013 annual meetings of its stockholders to consider and vote upon several proposals related to the Business Combination. As previously disclosed, holders of record of the Company’s common stock at the close of business on December 17, 2012 will be entitled to notice of the special meeting and to vote at the special meeting, and any adjournments or postponements thereof.

**Additional Information About the Business Combination and Where to Find It**

The Company has filed with the Securities and Exchange Commission (“SEC”) a preliminary proxy statement in connection with the Business Combination and will mail a definitive proxy statement and other relevant documents to its stockholders. The Company’s stockholders and other interested persons are advised to read the preliminary proxy statement and any amendments thereto and, once available, the definitive proxy statement in connection with the Company’s solicitation of proxies for its stockholders’ meeting to be held to approve the Business Combination because the proxy statement will contain important information about the Company, Row 44, AIA, and the Business Combination. The definitive proxy statement will be mailed to stockholders of the Company as of December 17, 2012. Stockholders will also be able to obtain copies of the proxy statement, without charge, at the SEC’s website at <http://www.sec.gov> or by directing a request to: Global Eagle Acquisition Corp., 10900 Wilshire Blvd., Suite 1500, Los Angeles, CA 90024. Attn.: James A. Graf, Chief Financial Officer.

**Participants in the Solicitation**

The Company and its directors and officers may be deemed participants in the solicitation of proxies to the Company’s stockholders with respect to the Business Combination. A list of the names of those directors and officers and a description of their interests in the Company is contained in the Company’s annual report on Form 10-K for the fiscal year ended December 31, 2011 and the Company’s preliminary proxy statement for the Business Combination, which have been filed with the SEC.

---

## Forward Looking Statements

This Current Report on Form 8-K may include “forward looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “anticipate”, “believe”, “expect”, “estimate”, “plan”, “outlook”, and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward looking statements with respect to the timing of the proposed business combination with Row 44 and AIA, as well as the expected performance, strategies, prospects and other aspects of the businesses of the Company, AIA, Row 44 and the combined company after completion of the proposed business combination, are based on current expectations that are subject to risks and uncertainties.

A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward looking statements. These factors include, but are not limited to: (1) the inability of the Company to demonstrate to the Nasdaq Staff that it meets the Nasdaq listing requirements, including the minimum 300 public holders requirement, (2) the occurrence of any event, change or other circumstances that could give rise to the termination of the Row 44 Merger Agreement or the AIA Stock Purchase Agreement (the “Business Combination Agreements”), (3) the outcome of any legal proceedings that may be instituted against the Company, AIA, Row 44 or others following announcement of the Business Combination Agreements and transactions contemplated therein; (4) the inability to complete the transactions contemplated by the Business Combination Agreements due to the failure to obtain approval of the stockholders of the Company or other conditions to closing in the Business Combination Agreement, (5) delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regulatory reviews required to complete the transactions contemplated by the Business Combination Agreements; (6) the risk that the proposed transaction disrupts current plans and operations as a result of the announcement and consummation of the transactions described herein; (7) the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with suppliers and obtain adequate supply of products and retain its key employees; (8) costs related to the proposed business combination; (9) changes in applicable laws or regulations; (10) the possibility that AIA and Row 44 may be adversely affected by other economic, business, and/or competitive factors; and (11) other risks and uncertainties indicated from time to time in the proxy statement to be filed by the Company with the SEC, including those under “Risk Factors” therein, and other filings with the SEC by the Company.

Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made, and the Company, AIA and Row 44 undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

---

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit  
Number**

**Exhibit**

---

99.1\*

Press release

\* Filed herewith.

---

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Global Eagle Acquisition Corp.

Dated: January 7, 2013

By: /s/ James A. Graf

Name: James A. Graf

Title: Vice President

*[Signature Page to Form 8-K]*

---

## EXHIBIT INDEX

<b><u>Exhibit Number</u></b>	<b><u>Exhibit</u></b>
99.1*	Press release
*	Filed herewith.

---

## **GLOBAL EAGLE ACQUISITION CORP. ANNOUNCES SPECIAL MEETING OF STOCKHOLDERS IN LIEU OF ANNUAL MEETINGS TO BE HELD ON JANUARY 30, 2013**

Los Angeles, CA — January 7, 2013 — Global Eagle Acquisition Corp. (the “Company”) announced today that it has set January 30, 2013, at 10:00 a.m. Eastern time, as the date and time for the special meeting of stockholders to consider and vote upon proposals to approve and adopt the previously announced Agreement and Plan of Merger and Reorganization by and among the Company, EAGL Merger Sub Corp., a Delaware corporation, Row 44 Inc., a Delaware corporation, and PAR Investment Partners, L.P., a Delaware limited partnership (“PAR”), and the Stock Purchase Agreement by and between the Company and PAR for the purchase by the Company of 86% of the outstanding shares of Advanced Inflight Alliance AG, as well as to consider and vote upon related matters. The special meeting will be held at the offices of McDermott Will & Emery LLP, 340 Madison Avenue, New York, New York. Holders of record of the Company’s common stock at the close of business on December 17, 2012 are entitled to notice of and to vote at the special meeting and any adjournments or postponements thereof. The full meeting agenda will be detailed in the definitive proxy statement, which will be mailed to all stockholders of record as of the record date.

### **About Advanced Inflight Alliance AG**

Advanced Inflight Alliance AG (AIA) is the world's leading provider of innovative content and solutions for the in-flight entertainment industry. Listed on the Frankfurt Stock Exchange, AIA's subsidiaries are market-leading companies pioneering in the "passenger experience" sector which provide content solutions such as international and local audio, video, applications, games and services to the majority of the world's airlines. AIA was incorporated in Germany in 1998 and completed its initial public offering in 1999.

### **About Row 44**

Row 44 is a satellite-based broadband services provider to the global commercial airline industry. Its network enables airlines to connect to orbiting Ku-band satellites and to communicate with existing satellite ground earth stations. Row 44's in-cabin communication link currently provides airline passengers with Internet access, live television, shopping and flight and destination information. Row 44 was formed in 2004, its WiFi connectivity system was first deployed by a domestic commercial airline in 2009 and its broadband services were fully operations in 2010. Currently installed on more than 400 aircraft, Row 44 has the largest fleet of connected entertainment enabled planes that operate over land and sea worldwide.

### **About Global Eagle**

Global Eagle Acquisition Corp. is a special purpose acquisition company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination involving Global Eagle Acquisition Corp. and one or more businesses. Global Eagle Acquisition Corp. is a Delaware corporation formed in 2011. It raised approximately \$190 million in its IPO in May 2011 and its securities are traded on NASDAQ under the ticker symbols EAGL, EAGLW and EAGLU.

### **ADDITIONAL INFORMATION ABOUT THE TRANSACTION AND WHERE TO FIND IT**

Global Eagle has filed with the Securities and Exchange Commission (SEC) a preliminary proxy statement of Global Eagle in connection with the proposed business combination and will mail a definitive proxy statement and other relevant documents to its stockholders. Global Eagle stockholders and other interested persons are advised to read the preliminary proxy statement and any amendments thereto, and, once available, the definitive proxy statement in connection with Global Eagle's solicitation of proxies for the stockholder meeting to be held to approve the business combination because the proxy statement will contain important information about AIA, Row 44, Global Eagle and the proposed business combination. The definitive proxy statement will be mailed to stockholders of record of Global Eagle as of December 17, 2012. Stockholders will also be able to obtain copies of the proxy statement, without charge, once available, at the SEC's website at <http://www.sec.gov>, or by directing a request to: Global Eagle Acquisition Corp., 10900 Wilshire Blvd., Suite 1500, Los Angeles, CA 90024. Attn.: James A. Graf, Chief Financial Officer.

### **PARTICIPANTS IN THE SOLICITATION**

Global Eagle and its directors and officers may be deemed participants in the solicitation of proxies to Global Eagle's stockholders with respect to the transaction. A list of the names of those directors and officers and a description of their interests in Global Eagle is contained in the proxy statement for the proposed business combination.

---

## **FORWARD LOOKING STATEMENTS**

This press release may include "forward looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "anticipate", "believe", "expect", "estimate", "plan", "outlook", and "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward looking statements with respect to the timing of the proposed business combination with Row 44 and AIA, as well as the expected performance, strategies, prospects and other aspects of the businesses of Global Eagle, AIA, Row 44 and the combined company after completion of the proposed business combination, are based on current expectations that are subject to risks and uncertainties. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward looking statements. These factors include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement with Row 44 or the stock purchase agreement for the acquisition of shares of AIA (the "Business Combination Agreements"), (2) the outcome of any legal proceedings that may be instituted against Global Eagle, AIA, Row 44 or others following announcement of the Business Combination Agreements and transactions contemplated therein; (3) the inability to complete the transactions contemplated by the Business Combination Agreements due to the failure to obtain approval of the stockholders of Global Eagle or other conditions to closing in the Business Combination Agreement, (4) delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regulatory reviews required to complete the transactions contemplated by the Business Combination Agreements; (5) the risk that the proposed transaction disrupts current plans and operations as a result of the announcement and consummation of the transactions described herein; (6) the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with suppliers and obtain adequate supply of products and retain its key employees; (7) costs related to the proposed business combination; (8) changes in applicable laws or regulations; (9) the possibility that AIA and Row 44 may be adversely affected by other economic, business, and/or competitive factors; and (10) other risks and uncertainties indicated from time to time in the proxy statement filed by Global Eagle with the SEC, including those under "Risk Factors" therein, and other filings with the SEC by Global Eagle.

Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made, and Global Eagle, AIA and Row 44 undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

###

### **Contacts:**

Investor: James Graf, Global Eagle  
jgraf@geacq.com  
(310) 209-7280

Media: Jeff Pryor, Priority PR  
jeff@prioritypr.net  
(310) 954-1375

---