

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 25

NOTIFICATION OF REMOVAL FROM LISTING AND/OR
REGISTRATION UNDER SECTION 12(b) OF THE
SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 1-35176

ISSUER: GLOBAL EAGLE ENTERTAINMENT INC.

EXCHANGE: NASDAQ Stock Market LLC

(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed and/or registered)

ADDRESS: 10900 Wilshire Blvd. Suite 1500, Los Angeles, California 90024

TELEPHONE NUMBER: (310) 209-7280

(Address, including zip code, and telephone number, including area code, of Issuer's principal executive offices)

Warrants to Purchase Common Stock

(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

- ☐ 17CFR240.12d2-2(a)(1)
- ☐ 17 CFR 240.12d2-2(a)(2)
- ☐ 17 CFR 240.12d2-2(a)(3)
- ☐ 17 CFR 240.12d2-2(a)(4)
- ☐ Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange.
- ☒ Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with the rules of the Exchange and the requirements of 17 CFR 240.12d2-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements fo the Securities Exchange Act of 1934, Global Eagle Entertainment Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

Date: February 11, 2013

Name: Michael Pigott

Title: Vice President, General Counsel and Secretary

SEC1654(03-06)

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in this form are not required to respond unless the form displays a
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