

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): March 8, 2013**

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**GLOBAL EAGLE ENTERTAINMENT INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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))

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## **Item 2.02. Results of Operations and Financial Condition.**

On March 8, 2013, Advanced Inflight Alliance AG (“AIA”), the Registrant’s majority-owned foreign subsidiary, issued a press release announcing unaudited preliminary consolidated financial results for its fiscal year ended December 31, 2012 (which results are subject to change upon finalization by AIA and an audit thereof). Such results were presented in accordance with International Financial Reporting Standards, as adopted by the European Union, in Euros, and a reconciliation to generally accepted accounting principles in the United States was not provided. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The announced results are with respect to a period prior to the consummation of the Registrant’s business combination (the “Business Combination”) which occurred on January 31, 2013, in which the Registrant acquired Row 44, Inc. and 86% of the shares of AIA. For all periods from and after the consummation of the Business Combination, the Registrant will be consolidating AIA’s financial results to the extent of its ownership interest in AIA.

The information contained in this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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

(d) Exhibits.

99.1 Press release issued by Advanced Inflight Alliance AG dated March 8, 2013 (this exhibit is furnished and not filed).

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## 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: March 13, 2013

By: /s/ Michael Pigott

Name: Michael Pigott

Title: General Counsel, Vice President and Secretary

*[Signature Page to Form 8-K]*

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## EXHIBIT INDEX

**Exhibit  
Number**

**Exhibit**

99.1

Press release issued by Advanced Inflight Alliance AG dated March 8, 2013 (this exhibit is furnished and not filed).

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## Ad hoc announcement in accordance with Section 15 German Securities Trading Act

### Advanced Inflight Alliance AG announces preliminary figures for financial 2012:

- Consolidated revenues up 7 percent to over EUR 130 million
- EBITDA climbs 39 percent to EUR 14.6 million
- Earnings before taxes increase 43 percent to EUR 8.5 million
- Earnings per share down from EUR 0.28 to EUR 0.24 due to higher number of shares

**Munich, March 8, 2013** – Advanced Inflight Alliance AG (ISIN DE0001262186; WKN 126218; domiciled at: Schellingstr. 35, 80799 Munich) today releases its preliminary consolidated results for 2012:

The Advanced Inflight Alliance Group increased the consolidated revenues in 2012 by around 7 percent, from EUR 121.6 million to EUR 130.3 million. This development was mainly driven by contributions to revenues from the two acquisitions executed in 2011, advantageous foreign exchange trends and, last but not least, the expansion of business with new and existing customers.

The Advanced Inflight Alliance Group increased its earnings before interest, taxes, depreciation, and amortization (EBITDA) by 39 percent from EUR 10.5 million in 2011 to EUR 14.6 million in 2012. The EBITDA of the Advanced Inflight Alliance Group both in 2012 and 2011 was influenced by extraordinary expenses. In 2012 these extraordinary expenses included expenses associated with acquisitions in the amount of EUR 0.2 million as well as restructuring expenses in the amount of EUR 0.2 million. The EBITDA in 2011 had included extraordinary expenses of EUR 0.3 million related to acquisitions as well as restructuring charges in the amount of EUR 4.2 million. Adjusted for these one-time effects, the EBITDA in 2012 totaled EUR 15 million and therefore was at the same level as last year. However, unplanned impairments of film distribution rights in Group companies in the amount of EUR 1.3 million were executed as of December 31, 2012. Due to a changed market environment for these film distribution rights the sales expectations have deteriorated substantially in 2012. Therefore the respective film distribution rights were impaired as of the balance sheet date. Without these unplanned impairments the adjusted EBITDA for 2012 would have been EUR 16.3 million, which would represent an increase of 9 percent compared to the adjusted figure for the previous year. The Group's operating business generated a net negative foreign currency effect of EUR 0.2 million in 2012 that is reported in other operating expenses. This contrasts with 2011, when it generated a net positive foreign currency effect of EUR 0.6 million that was recognized in other operating income. At EUR 16.5 million, EBITDA adjusted for one-time effects, unplanned impairments of film rights and for reported foreign currency effects increased by around 15 percent on the previous year's EBITDA of EUR 14.4 million, which had also been adjusted.

Earnings before interest and taxes (EBIT) rose from EUR 6.5 million in 2011 to EUR 9.9 million in 2012. This represents an increase of 52 percent. EBIT adjusted for one-time effects, unplanned impairments of film rights and reported foreign currency effects rose to EUR 11.8 million in 2012 from EUR 10.4 million in the prior-year period. This represents an increase of 13 percent.



The Advanced Inflight Alliance Group generated earnings before taxes (EBT) of EUR 8.5 million in 2012. Compared to last year's figure of EUR 5.9 million this represents an increase of 44 percent. EBT adjusted for one-time effects, unplanned impairments of film rights and reported foreign currency effects rose to EUR 10.3 million in 2012 and therefore was slightly higher than previous year's figure of EUR 9.8 million.

At EUR 4.9 million in 2012, net profit was up by about 11 percent from the prior-year figure of EUR 4.4 million. In 2012 income tax expenses did increase substantially due to the write-off of deferred tax assets at AIA AG. As of December 31, 2011, AIA had reported deferred tax assets of EUR 1.5 million in its IFRS consolidated financial statements in connection with existing loss carry forwards. As part of the voluntary public takeover offer, PAR Investment Partners L.P. increased its stake in AIA AG to over 50 percent. This acquisition constitutes an adverse acquisition of equity under Section 8c German Corporate Income Tax Act (Körperschaftsteuergesetz - KStG); as a result, the tax loss carry forward existent at the time of the said acquisition was reduced in the full amount. As a consequence, the company fully wrote off its IFRS deferred tax assets of EUR 1.5 million in 2012, which led to a corresponding deferred tax expense. Net profit adjusted for this extraordinary tax item rose to EUR 6.4 million in 2012 from EUR 4.4 million in the prior-year period.

Earnings per share (EPS) in accordance with IFRS stood at EUR 0.24 in 2012, down from EUR 0.28 in the prior-year period. The number of shares underlying the determination of basic earnings per share rose from 15,705,759 shares by 4,596,597 shares to 20,302,356 shares due to the executed capital increases.

The final figures for 2012 may differ from the preliminary figures reported today. The complete financial report for 2012 will be available for downloading at [www.advanced-inflight-alliance.com](http://www.advanced-inflight-alliance.com) from March 15, 2013.

Advanced Inflight Alliance AG

The Management Board

For further information: **Advanced Inflight Alliance AG**  
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