

**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): March 13, 2013**

---

**GLOBAL EAGLE ENTERTAINMENT INC.**

(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 2.02. Results of Operations and Financial Condition.**

In connection with the presentation described in Item 7.01 of this Current Report on Form 8-K, Global Eagle Entertainment Inc. (the “Company”) will be disclosing certain unaudited preliminary results for the fiscal year ended December 31, 2012 for each of Row 44, Inc., its wholly-owned subsidiary (“Row 44”), Advanced Inflight Alliance AG, its majority-owned foreign subsidiary (“AIA”), and Row 44 and AIA combined set forth on slide 13 of the investor presentation described in Item 7.01 below and attached hereto as Exhibit 99.1.

**Item 7.01. Regulation FD.**

Attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference is the presentation that will be used by the Company in making presentations to investors.

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 Company Presentation, dated March 13, 2013 (this exhibit is furnished and not filed).

---

## 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 ENTERTAINMENT INC.

Dated: March 13, 2013

By: /s/ Michael Pigott

Name: Michael Pigott

Title: General Counsel, Vice President and Secretary

*[Signature Page to Form 8-K]*

---

## EXHIBIT INDEX

**Exhibit  
Number**

**Exhibit**

99.1	Company Presentation, dated March 13, 2013 (this exhibit is furnished and not filed).
------	---

---



# Global Eagle Entertainment

## Investor Presentation

March 13, 2013



# Safe Harbor Statement



## FORWARD LOOKING STATEMENTS

This presentation includes "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", "potential", 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 expected performance, strategies, prospects and other aspects of the businesses of Global Eagle Entertainment Inc. ("Global Eagle"), Advanced Inflight Alliance ("AIA") and Row44, Inc. ("Row44") 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 risk that the recently completed business transaction disrupts current plans and operations; (2) the ability of the combined company to deliver on proposed products and services, which may be affected by competition, maintaining relationships with suppliers, obtaining adequate supply of products and retaining its key employees; (3) costs related to the proposed business combination; (4) changes in applicable laws or regulations; and (5) other risks and uncertainties indicated from time to time in the definitive proxy statement recently 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 Row44 undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

## NON-GAAP FINANCIAL MEASURES

In this presentation, we disclose EBITDA and Adjusted EBITDA, which are non-GAAP financial measures, as supplemental measures to help investors evaluate the operational performance of Row44 and AIA separately and on a combined basis. EBITDA represents earnings before interest, income taxes, depreciation and amortization. Adjusted EBITDA represents earnings before interest, income taxes, depreciation and amortization, accelerated employee stock option expense, change in derivative liability expense, executive termination costs and transaction expense. EBITDA and Adjusted EBITDA do not represent, and should not be considered, alternatives to GAAP measurements such as net income, and our calculations thereof may not be comparable to similarly entitled measures reported by other companies. A reconciliation of EBITDA and Adjusted EBITDA to net income (loss), its comparable GAAP financial measure, is set forth on the last slide of this presentation. By eliminating interest, income taxes, depreciation and amortization, accelerated employee stock option expense, change in derivative liability expense, executive termination costs and transaction expense, we believe the result is a useful measure across time in evaluating the fundamental core operating performance of AIA and Row44 separately and on a combined basis. Management intends to use EBITDA and Adjusted EBITDA to manage our business, including in preparing its annual operating budget, financial projections and compensation plans. We believe that EBITDA and Adjusted EBITDA are also useful to investors because similar measures are frequently used by securities analysts, investors and other interested parties in their evaluation of companies in similar industries. As indicated, EBITDA and Adjusted EBITDA do not include interest expense or the payment of income taxes or depreciation expense on our capital assets, which are necessary elements of our operations. Since EBITDA and Adjusted EBITDA do not account for these and other expenses, its utility as a measure of our operating performance has material limitations. Due to these limitations, our management does not view EBITDA and Adjusted EBITDA in isolation and also uses other measurements, such as net income, revenue and operating profit, to measure operating performance.

Pure-play, leader in global in-flight entertainment and connectivity market (IFE&C)

➤ Acquisition by Global Eagle of Row 44 and 86% of AIA created industry powerhouse

Well positioned to capitalize on growth of industry

➤ Strong management, unique product portfolio and healthy financial position

Business model driven by multiple growth levers

➤ Organic growth, secular trends and consolidation opportunities



# Unique Growth Platform

*The largest inflight entertainment and connectivity platform*





**Global Eagle Acquisition Corp. acquired Row 44 and 86% of the shares of AIA on January 31, 2013**

- ▶ Fulfilled SPAC objective of acquiring business offering worldwide digital media growth opportunity**
- ▶ Changed name to Global Eagle Entertainment and listed as ENT on NASDAQ**
- ▶ United senior management teams and established strong board of directors**
- ▶ Initial market capitalization of \$540 million with 55 million common shares outstanding**
- ▶ Balance sheet supported by \$110 million in cash and almost no debt**

# The Opportunity



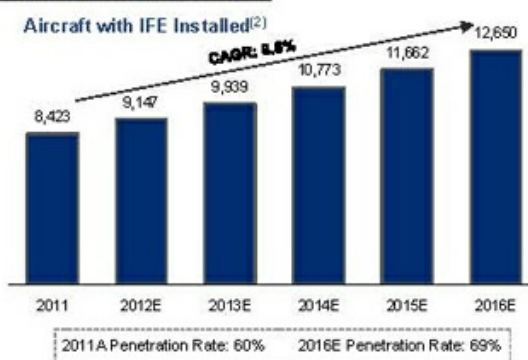
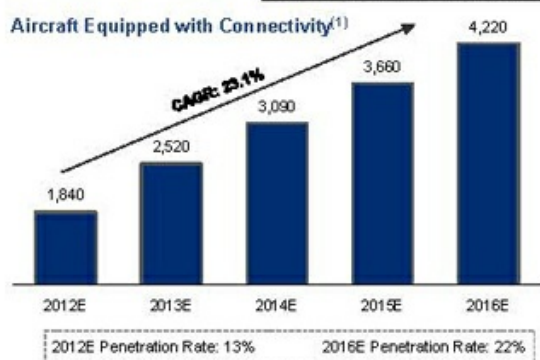
- ▶ **Travelers expect to be connected everywhere – particularly high yield business passengers**
- ▶ **Airline industry increasingly competing for passengers based on in-flight product offerings, including IFE&C, and looking for sources of ancillary revenue**
- ▶ **Global Eagle offers airlines a “one-stop shop” for all connectivity and content needs – customizable portal tailored to their design and branding requirements**
- ▶ **Strong secular tail winds driven by growth of airline passengers and expansion of aircraft fleets**
- ▶ **Wi-Fi equipped aircraft expected to more than double by 2016  
Aircraft connectivity penetration still only 22%; significant upside potential**
- ▶ **Industry is poised for uptick in growth due to technological innovation and expansion of offerings; consolidation is inevitable**

**Global Eagle market share: Less than 10% of \$3 billion market**

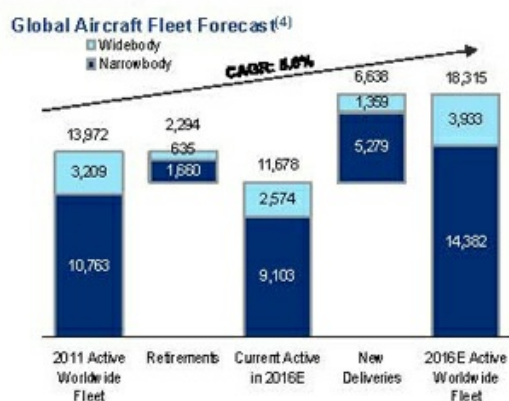
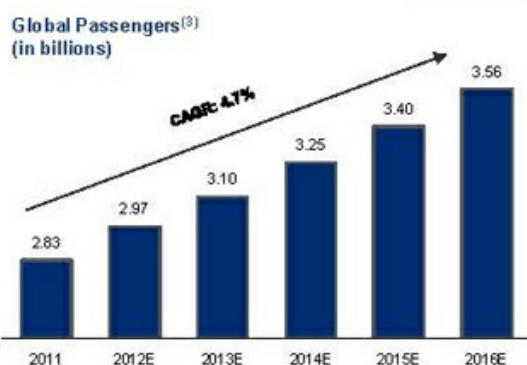
# Strong Secular Demand For Inflight Services



## Explosion in Availability of Entertainment and Content



## Growth in Passengers & Aircraft



<sup>(1)</sup> IADC.  
<sup>(2)</sup> 2011-2015 figures provided by IADC. 2011-2015 CAGR used to forecast 2016 estimate.  
<sup>(3)</sup> 2011-2013 figures from the IATA September 2012 Industry Financial Forecast Report. 2011-2013 CAGR used to forecast 2014-2016 estimates.  
<sup>(4)</sup> Data provided by Seabury Group. Copyright © 2013 Global Eagle Entertainment Ltd. All Rights Reserved.

# Vertical and Horizontal Consolidation Platform

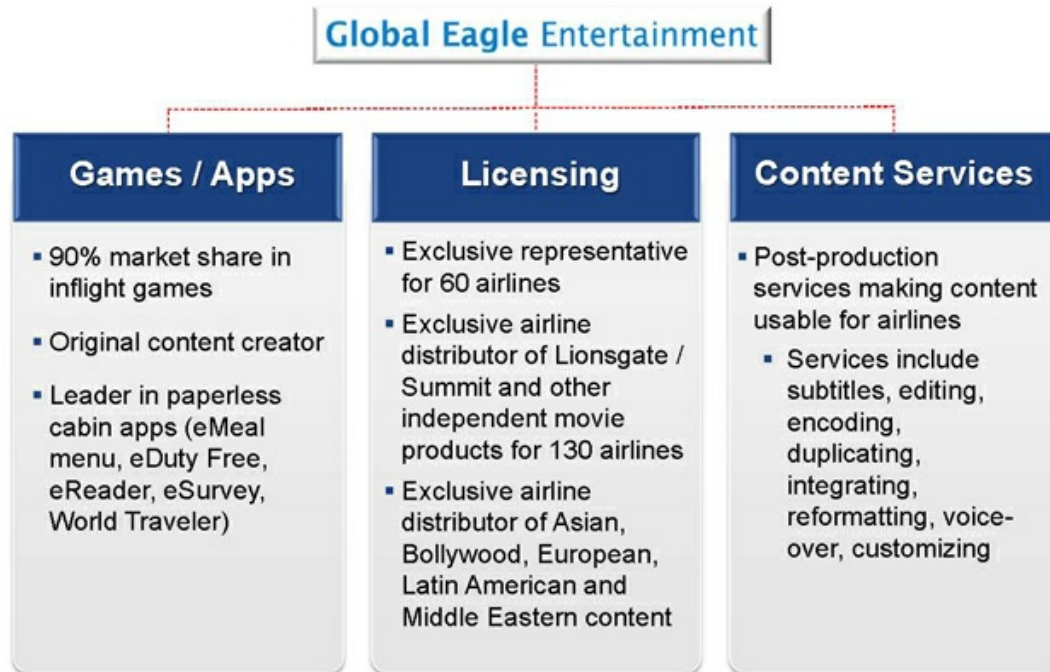
## Global Eagle Entertainment: Only Full Service Platform



## Tapping into the \$3.0 Billion Content and Connectivity Market



**Worldwide leader in providing content and services for in-flight entertainment systems**





# Inflight Connectivity Leader

**Leading provider of in-flight internet connectivity that can cover both land and sea**

## Leading Connectivity Technology

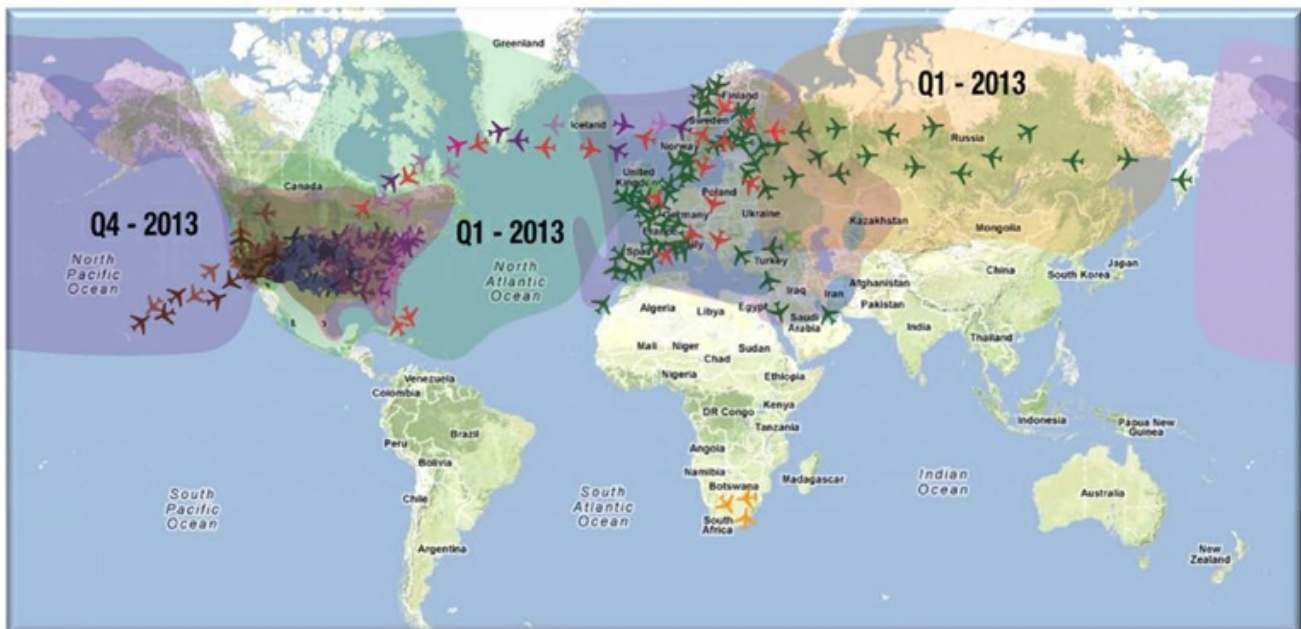
- ▶ Leading provider of in-flight internet connectivity that can cover both land AND sea
- ▶ Ku-band technology provides high speed broadband internet via a flexible and scalable satellite platform
- ▶ Entertainment portal provides significant revenue streams (Live television, Video on Demand, advertisements and, under development, text & telephony)
- ▶ Exclusive relationship with Hughes in North America, the largest satellite ISP in the world

## Customer Aircraft (~470 Installations)

	421 Installations / 541 orders
	52 Installations / 61 orders (potential additional 220 orders)
	5 orders (potential additional 23 orders)
	7 orders (potential additional 44 orders)
	12 orders (potential additional 16 orders)

# Scalable, Ubiquitous, Global Platform For The Future

- ▶ Global Eagle is already providing services to airlines operating worldwide
- ▶ Connectivity being rolled out globally as new airlines are signed





## 1 Optimize our Product Mix

- Maximize our combined resources to create and deliver the industry's best offerings

## 2 Drive Market Share

- Introduce and cross-market our combined products to airline customers
- Customize solutions that meet their needs

## 3 Expand our Portfolio

- Review selective M&A opportunities that help us to build on our resources and leadership

# 2012 Unaudited Preliminary Results<sup>1</sup>



## 2012 Preliminary Adjusted EBITDA (\$8M)

	Row 44	AIA <sup>3</sup>	Combined <sup>4</sup>
<b>Revenue</b>			
Connectivity	72	*	
Content	-	*	
<b>Total Revenue</b>	<b>\$72</b>	<b>\$166</b>	<b>\$239</b>
<b>Expenses</b>			
Connectivity cost of sales	80	*	
Content cost of sales	-	*	
Personnel	8	*	
Research and development	3	*	
Selling, general and administrative	10	*	
<b>Total Expense</b>	<b>\$102</b>	<b>\$156</b>	<b>\$257</b>
<b>Operating Income (Loss)</b>	<b>(\$29)</b>	<b>\$11</b>	<b>(\$19)</b>
<b>EBITDA<sup>2</sup></b>	<b>(\$32)</b>	<b>\$15</b>	<b>(\$17)</b>
<b>One-Time / Unusual Items</b>	<b>\$6</b>	<b>\$3</b>	<b>\$9</b>
<b>Adjusted EBITDA<sup>2</sup></b>	<b>(\$26)</b>	<b>\$18</b>	<b>(\$8)</b>

- Change in Derivative Liability
- Impairment of Film Rights
- M&A and Transaction Expense
- Employee Comp / Termination Costs

1. These figures reflect the unaudited preliminary estimates of results of Row 44 and AIA, and Row 44 and AIA combined, for the fiscal year ended December 31, 2012. These estimates are made only as of the date of this presentation, are not final results and are subject to change.
2. EBITDA and Adjusted EBITDA are non-GAAP financial measures. For definitions of EBITDA and Adjusted EBITDA please refer to slide 2 and for a reconciliation of EBITDA and Adjusted EBITDA to their nearest GAAP equivalent please see the last slide of this presentation.
3. Reflects 100% of AIA's results, Global Eagle currently owns approximately 90% of AIA's outstanding shares.
4. The business combination among Global Eagle, Row 44 and AIA was consummated on January 31, 2013. This column reflects a mathematical addition of the unaudited preliminary results of Row 44 and AIA (see footnote 3) for the fiscal year ended December 31, 2012. There are no adjustments made in the combined presentation.

\* Line item data for AIA not yet available

- ▶ **Merging two companies at different stages of business growth**
  - Row 44 – rapid growth in 2011 and 2012 driven by lower margin equipment installations
  - AIA – 12 years old with stable and growing earnings
- ▶ **Revenue mix in 2013 transitioning to higher margin TV, VOD, Wi-Fi and Portal products sales**
- ▶ **Earnings inflection point expected in Q1 2013**
  - New Southwest Airlines agreement in place February 1st
  - Content and Wi-Fi sales growing

# Strong Management Team & Board of Directors

Media & entertainment background, technology expertise and transactional experience necessary to propel combined entity to a market-leading position

		Senior Management		Founding Board Members		
		John LaValle   CEO	Dave Davis   CFO	Harry Sloan	Edward Shapiro	Jeff Sagansky
Executive / Board Positions in Media and Entertainment	✓		  	 	       	 
Airline / Travel Expertise	✓		 		   	
Technology Expertise	✓	   	 			 PlayStation.
Acquisition Integration Experience	✓	   	 MESABA AIRLINES 	 	 	 
Entrepreneurial Success: Driving Growth and IRR	✓	  	 established brands	 	   	

# Strong Management Team & Board of Directors

## Louis Belanger-Martin

Louis Belanger-Martin was named Vice Chairman of Global Eagle Entertainment in January 2013. He continues to serve as the Chief Executive Officer at AIA, a position he has held since 2011. Mr. Belanger-Martin also continues to serve as a Member of the Management Board at AIA. The founder of DTI Software, Belanger-Martin is credited as one of the executives who pioneered the in-flight entertainment business. He continues to maintain key relationships for AIA and Global Eagle Entertainment with the company's customers, which include more than 100 airlines as well as with international equipment manufacturers and leading consortiums of videogame producers.

## Jeffrey Epstein

Jeffrey E. Epstein has served as a Director of Global Eagle Entertainment since January 2013. Mr. Epstein is an Operating Partner at Bessemer Venture Partners and a Senior Advisor at Oak Hill Capital Partners. He has served on the Board of Directors of priceline.com since April 2003, and is currently a member of the Audit Committee and the Compensation Committee of that company. Since April 2012, Mr. Epstein has also served on the board of directors and as a member of the Audit Committee and the Nominating & Governance Committee of Shutterstock, Inc. Mr. Epstein was Executive Vice President and Chief Financial Officer of Oracle Corporation from September 2008 to April 2011. Mr. Epstein was Executive Vice President and Chief Financial Officer of Oberon Media, Inc. from April 2007 to June 2008. Mr. Epstein is a member of the Audit and Compliance Committee of the Stanford University Hospital and a member of the Management Board of the Stanford University Graduate School of Business. He holds an MBA from the Stanford University Graduate School of Business, where he was an Arjay Miller Scholar, and a BA from Yale College, where he graduated summa cum laude, Phi Beta Kappa.

## Jeffrey Leddy

Jeffrey A. Leddy has served on the Board of Directors since January 2013. Mr. Leddy currently serves as the Chief Executive Officer of Hughes Telematics, Inc. (HTI) and served as a member of its board of directors since the merger in March 2009 between HTI and Polaris Acquisition Corp. Mr. Leddy served as the Chief Executive Officer of Hughes Telematics, Inc. from December 2006 and as a member of HTI's board of directors since March 2006. From April 2003 through December 2006, Mr. Leddy served as Chief Executive Officer and President of SkyTerra Communications, Inc. (SkyTerra). Prior to serving as Chief Executive Officer and President, Mr. Leddy served as the President and Chief Operating Officer of SkyTerra from October 2002 and its Senior Vice President of Operations from June 2002. From September 1980 to December 2001, Mr. Leddy worked for EMS Technologies serving most recently as Vice President. From 2005 to 2011, Mr. Leddy served on the board of directors of Hughes Communications, Inc. and Hughes Systique Corporation and on the board of managers of Hughes Network Systems, LLC. From 2006 to 2008, Mr. Leddy served on the board of directors of SkyTerra. Mr. Leddy received his bachelor's degree in Physics from the Georgia Institute of Technology and a master's degree in Electrical Engineering from Stanford University.

## Robert (Bob) Reding

Robert (Bob) Reding was appointed to the Global Eagle Entertainment Board of Directors in February 2013. Mr. Reding has been a consultant in the commercial airline industry since January 2012. From September 2007 until December 2012, Mr. Reding was Executive Vice President — Operations for American Airlines and Executive Vice President of AMR Corporation. Prior to that, Mr. Reding served as Senior Vice President — Technical Operations for American from May 2003 to September 2007. Mr. Reding joined AMR Corporation in March 2000 and served as Chief Operations Officer of AMR Eagle through May 2003. Prior to joining AMR Corporation, Mr. Reding served as President and Chief Executive Officer of Reno Air from 1992 to 1998 and President and Chief Executive Officer of Canadian Regional Airlines from 1998 to March 2000. Mr. Reding is a distinguished graduate of the United States Air Force pilot training program and served as an officer and pilot flight examiner with the United States Air Force from 1972 to 1979. He has an FAA Air Transport Pilot Rating for Douglas DC-9-MD-80 and Boeing 737 series aircraft and has accumulated over 10,000 hours as a commercial pilot. Mr. Reding is an honors graduate from the California State Polytechnic University with a Bachelor of Science degree in Aeronautical Engineering and received his master's degree in Business Administration from Southern Illinois University. He is a member of the President's Council of the California State Polytechnic University and has served as a board member for numerous aviation, civic and charitable organizations.



## 2012 Unaudited Preliminary Results: GAAP to Non-GAAP Adjustments<sup>1</sup>

(\$ Millions)

	Row 44	AIA <sup>2</sup>	Combined <sup>3</sup>
<b>Net Loss Available to Common Stockholders</b>	<b>(\$52)</b>	*	
Preferred stock dividends	8	*	
Accretion of preferred stock	1	*	
<b>Net Income (Loss)</b>	<b>(\$43)</b>	<b>\$5</b>	<b>(\$39)</b>
Total Interest Income / Expense	10	*	
Depreciation & Amortization	1	*	
<b>EBITDA</b>	<b>(\$32)</b>	<b>\$15</b>	<b>(\$17)</b>
Accelerated Employee Stock Expense	2	*	
Change in Derivative Expense	4	*	
Other	.3	*	
Transaction Expense	1	*	
<b>Total Adjustments</b>	<b>\$18</b>	<b>\$13</b>	<b>\$31</b>
<b>Adjusted EBITDA</b>	<b>(\$26)</b>	<b>\$18</b>	<b>(\$8)</b>

1. These figures reflect the unaudited preliminary estimates of results of Row 44 and AIA, and Row 44 and AIA combined, for the fiscal year ended December 31, 2012. These estimates are made only as of the date of this presentation, are not final results and are subject to change.
2. Reflects 100% of AIA's results; Global Eagle owns by owner approximately 90% of AIA's outstanding shares.
3. The business combination among Global Eagle, Row 44 and AIA was consummated on January 31, 2013. This column reflects a mathematical addition of the unaudited preliminary results of Row 44 and AIA (see footnote 3) for the fiscal year ended December 31, 2012. There are no adjustments made in the combined presentation.

\* Use item data for AIA is not yet available



# Global Eagle Entertainment

## Investor Presentation

March 13, 2013

