
**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): November 26, 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.)**

**4353 Park Terrace Drive, Westlake Village, California 91361
(Address of principal executive offices, including zip code)**

Registrant's telephone number, including area code: (818) 706-3111

**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))
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Item 3.02 Unregistered Sales of Equity Securities.

On November 22 and 26, 2013, Global Eagle Entertainment Inc. (the “Company”) entered into warrant purchase agreements with holders of warrants (“Warrants”) to purchase shares of the Company’s common stock, par value \$0.0001 per share (“Common Stock”), at an exercise price of \$11.50 per share, pursuant to which the Company issued an aggregate of 654,123 shares of Common Stock in exchange for the surrender of Warrants to purchase an aggregate of 2,160,300 shares of Common Stock. The exchanges were exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 3(a)(9) thereunder based on the fact that the shares of Common Stock were exchanged by the Company with the Company’s existing security holders exclusively and no commission or other remuneration was paid or given directly or indirectly for soliciting such exchange.

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.

Dated: December 3, 2013

GLOBAL EAGLE ENTERTAINMENT INC.

By: /s/ Michael Pigott

Michael Pigott

VP Legal