

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

FORM S-3  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**GLOBAL EAGLE ENTERTAINMENT INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**27-4757800**  
(I.R.S. Employer  
Identification Number)

**4353 Park Terrace Drive**  
**Westlake Village, California 91361**  
**Telephone: (818) 706-3111**  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**David M. Davis**  
**Chief Financial Officer and Treasurer**  
**4353 Park Terrace Drive**  
**Westlake Village, California 91361**  
**Telephone: (818) 706-3111**  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

*Copy to:*

**Joel L. Rubinstein, Esq.**  
**McDermott Will & Emery LLP**  
**340 Madison Avenue**  
**New York, New York 10173**  
**Telephone: (212) 547-5400**  
**Facsimile: (212) 547-5444**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  
 Registration No. 333-188121

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee <sup>(2)</sup>
Common stock, \$0.0001 par value per share	\$ 11,306,982	\$ 1,456.34

(1) This registration statement relates to the registrant's registration statement on Form S-3 (Registration No. 333-188121) (the "Prior Registration Statement"). The maximum aggregate offering price of securities which remain to be offered pursuant to the Prior Registration Statement is \$125,250,000. The maximum aggregate offering price of the additional securities being registered hereby pursuant to Rule 462(b) under the Securities Act is \$11,306,982, which represents approximately 9% of the maximum aggregate offering price of securities remaining on the Prior Registration Statement.

(2) Calculated pursuant to Rule 457(o) under the Securities Act.

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**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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#### EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of the issuance of up to an additional \$11,306,982 of common stock, par value \$0.0001 per share, of Global Eagle Entertainment Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV of Form S-3 promulgated thereunder. This registration statement relates to the registrant's shelf registration statement on Form S-3 (Registration No. 333-188121) (the "Prior Registration Statement"), initially filed by the registrant on April 25, 2013, and declared effective by the Securities and Exchange Commission on August 22, 2013. The required opinion and consent of counsel and consents of independent auditors are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this registration statement.

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**Part II**  
**Information not required in prospectus**

**Item 16. Exhibits**

The following is a list of all exhibits filed as a part of this registration statement on Form S-3, including those incorporated herein by reference.

<b>Exhibit No.</b>	<b>Document</b>
5.1	Opinion of McDermott Will & Emery LLP
23.1	Consent of Rothstein Kass
23.2	Consent of Rose, Snyder & Jacobs LLP
23.3	Consent of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft
23.4	Consent of McDermott Will & Emery LLP (included in Exhibit 5.1)
24.1#	Powers of Attorney

# Previously filed.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westlake Village, California, on December 17, 2013.

**GLOBAL EAGLE ENTERTAINMENT INC.**

By: /s/ David M. Davis

Name: David M. Davis

Title: Chief Financial Officer and Treasurer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> * John LaValle	Director and Chief Executive Officer (Principal Executive Officer)	December 17, 2013
<hr/> /s/ David M. Davis David M. Davis	Chief Financial Officer and Treasurer (Principal Financial Officer)	December 17, 2013
<hr/> * Michael Zemetra	Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	December 17, 2013
<hr/> * Edward L. Shapiro	Executive Chairman of the Board	December 17, 2013
<hr/> * Jeffrey E. Epstein	Director	December 17, 2013
<hr/> * Jeffrey A. Leddy	Director	December 17, 2013
<hr/> * Louis Bélanger-Martin	Director	December 17, 2013
<hr/> * Robert W. Reding	Director	December 17, 2013
<hr/> * Jeff Sagansky	Director	December 17, 2013
<hr/> * Harry E. Sloan	Director	December 17, 2013

\*By: /s/ Michael Pigott  
Attorney-in-Fact

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## Exhibit Index

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# Previously filed.

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# McDermott Will & Emery

Boston Brussels Chicago Düsseldorf Frankfurt Houston London Los Angeles Miami  
Milan Munich New York Orange County Paris Rome Seoul Silicon Valley Washington,  
D.C.

Joel L. Rubinstein  
Attorney at Law  
jrubinstein@mwe.com  
+1 212 547 5336

Strategic alliance with MWE China Law Offices (Shanghai)

December 17, 2013

Global Eagle Entertainment Inc.  
4353 Park Terrace Drive  
Westlake Village, California 91361

Ladies and Gentlemen:

We have acted as counsel to Global Eagle Entertainment Inc., a Delaware corporation (the “Company”), with respect to certain legal matters in connection with the Company’s Registration Statement on Form S-3 (the “Registration Statement”) filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the registration by the Company under the Securities Act of an aggregate of \$11,306,982 of shares (the “Additional Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”). The Registration Statement incorporates by reference the Registration Statement on Form S-3 (Registration No. 333-188121) (the “Prior Registration Statement”), which was declared effective by the Securities and Exchange Commission (the “Commission”) on August 22, 2013.

We have examined the originals, or duplicates or certified or conformed copies, of the Registration Statement, the Prior Registration Statement and such other corporate and other records, agreements, documents and other instruments and have made such other investigations as we have deemed relevant and necessary in connection with the opinion hereinafter set forth. As to questions of fact material to this opinion, we have relied upon certificates or comparable documents of public officials and of officers and representatives of the Company.

In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, the authenticity of the originals of such latter documents, the Registration Statement will have become effective pursuant to Rule 462(b) promulgated under the Securities Act, a supplement (a “Prospectus Supplement”) to the prospectus contained in the Prior Registration Statement (the “Prospectus”) will have been prepared and filed with the Commission describing the Additional Shares offered thereby and all Additional Shares will be issued and sold in compliance with applicable federal and state securities laws and in the manner specified in the Prior Registration Statement and the applicable Prospectus Supplement. The opinion set forth below is limited to the Delaware General Corporation Law.

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Global Eagle Entertainment Inc.  
December 17, 2013  
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Based upon the foregoing, we are of the opinion that the Additional Shares have been duly authorized and, when the Shares have been issued and delivered in the manner contemplated by the Registration Statement and the applicable Prospectus Supplement and applicable definitive purchase, underwriting or similar agreement approved by the board of directors of the Company, and upon receipt by the Company of the consideration therefor, the Additional Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Validity of the Securities" in the Prospectus forming a part of the Registration Statement.

Very truly yours,

/s/ McDermott Will & Emery LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-3 of: (i) our report dated March 15, 2013, relating to the balance sheets of Global Eagle Entertainment Inc. (a corporation in the development stage) as of December 31, 2012 and 2011, and the related statements of operations, changes in stockholders' equity, and cash flows for the year ended December 31, 2012 and the periods from February 2, 2011 (inception) to December 31, 2011, as well as for the period from February 2, 2011 (inception) to December 31, 2012, which report appears in the Annual Report on Form 10-K; and (ii) to the reference to our Firm under the caption "Experts".

/s/ Rothstein Kass

Roseland, New Jersey  
December 17, 2013

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-3 of Global Eagle Entertainment Inc. of our report dated March 15, 2013, except for Note 13, as to which the date is August 8, 2013, with respect to the financial statements of Row 44, Inc. as of December 31, 2012 and 2011 and for each of the three years in the period ended December 31, 2012, which report and financial statements are attached as Exhibit 99.1 to the Current Report on Form 8-K/A (Amendment No. 3) as filed with the Securities and Exchange Commission on August 9, 2013. Our report relating to the financial statements for each of the three years in the period ended December 31, 2012 contains an explanatory paragraph regarding the Company's ability to continue as a going concern. We also consent to the reference of our Firm under the caption "Experts" in the Registration Statement.

/s/ Rose, Snyder & Jacobs LLP

Encino, California

December 17, 2013

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**Consent of Independent Auditors**

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-3) and related Prospectuses of Global Eagle Entertainment Inc. for the registration of shares of its common stock and to the incorporation by reference therein of our report dated August 8, 2013, with respect to the consolidated financial statements of Advanced Inflight Alliance AG as of December 31, 2012 and 2011 and for the three years ended December 31, 2012, 2011 and 2010, included in its Current Report on Form 8-K/A dated August 9, 2013, filed with the Securities and Exchange Commission.

/s/ Bostedt  
Wirtschaftsprüfer  
[German Public Auditor]

/s/ Richter  
Wirtschaftsprüfer  
[German Public Auditor]

Ernst & Young GmbH  
Wirtschaftsprüfungsgesellschaft

Munich, Germany  
December 17, 2013

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