

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): September 2, 2014

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.)

4553 Glencoe Avenue, Los Angeles, California, 90292
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: 310-437-6000

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 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 Global Eagle Entertainment Inc. (the “Company”) in making presentations from time to time 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

Exhibit No.	Description
99.1	Investor Presentation (furnished and not filed for purposes of Item 7.01).

SIGNATURE

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.

By: /s/ Jay Itzkowitz

Name: Jay Itzkowitz

Title: General Counsel and Secretary

Dated: September 2, 2014

[Signature Page to Form 8-K]

EXHIBIT INDEX

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Safe Harbor Statement

We make forward-looking statements in this presentation within the meaning of the Securities Litigation Reform Act of 1995. These forward-looking statements relate to expectations or forecasts for future events, including without limitation our earnings, revenues, expenses or other future financial or business performance or strategies, or the impact of legal or regulatory matters on our business, results of operations or financial condition. These statements may be preceded by, followed by or include the words “may,” “might,” “will,” “will likely result,” “should,” “estimate,” “plan,” “project,” “forecast,” “intend,” “expect,” “anticipate,” “believe,” “seek,” “continue,” “target” or similar expressions. These forward-looking statements are based on information available to us as of the date they were made, and should not be relied upon as representing our views as of any subsequent date. These forward-looking statements are subject to a number of risks and uncertainties, including without limitation those risks and uncertainties described in our most recent annual report on Form 10-K and subsequently filed reports on Form 10-Q. As a result, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. We do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.



Business Overview

- Global Eagle Entertainment (“GEE”) is a leading full-service supplier to the rapidly growing In-flight Entertainment and Connectivity (“IFE&C”) media market
- Offers best-in-class technology and the most diverse product offering to our 150+ airline customers globally
- Bringing together media content and distribution into an integrated package for airline customers
- Rapid IFE&C market growth, driven by increasing passenger demand to be “always connected” and the growth in air travel worldwide
- Strong revenue growth and solid balance sheet and over \$215 million in cash on the balance sheet
- Seasoned management team and board with deep airline, media, and technology backgrounds



Solid Execution of Strategic Priorities

Industry Leadership

- 150+ Airline customers
- Delivering satellite connectivity to 560+ planes worldwide
- Multiple connectivity trials underway
- ~60% share of global market for in-flight content
- Delivering content in 47 languages
- Integrated content and connectivity solution

Financial Execution

- Record 2Q14 quarterly revenue of \$98 million
- Strong adjusted EBITDA growth to \$6.5 million
- Completed acquisition of AIA in 2Q14
- Integration of acquisitions/AIA expected to add over \$10 million in combined run-rate synergies
- Continued growth both organically and through targeted acquisitions



* As of June 30, 2014

Select Airline Customers 4



Full Suite of In-flight Media Options

Embedded Systems



- GEE is the largest supplier of content, media and apps
- Easy-to-use, sleek GUI design
- Integration with all major seatback IFE vendors

Connectivity Solutions



- White-labeled connectivity solution with airline-specific branding and interface
- Internet connectivity
- Live television and VOD
- Sponsorship/Ads

Wireless IFE



- Wireless IFE content and software solution for BYOD passengers
- Approved for secure AVOD streaming
- Hardware agnostic platform

Sponsorship and advertising opportunities increasing across all three platforms



Convergence of Content and Distribution

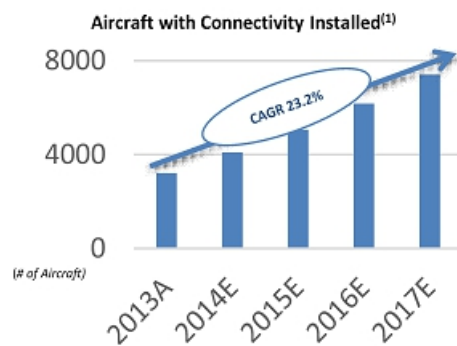
Content		Connectivity		Integrated Solution
<ul style="list-style-type: none">• Offer all forms of media content from multiple languages across the globe• Accessible via multiple forms / portals<ul style="list-style-type: none">– VOD– Live– Personal device and / or seatback	+	<ul style="list-style-type: none">• Capture high growth demand for in-flight WiFi• Gate-to-Gate• Proven satellite solution<ul style="list-style-type: none">– Global partners– Ku / KuHTS– Deployed in 560+ aircraft	=	<ul style="list-style-type: none">• Digital media on any platform• Seamless, comprehensive offering• “One-stop shop”• Sponsorship opportunities• Enhanced passenger monetization opportunities



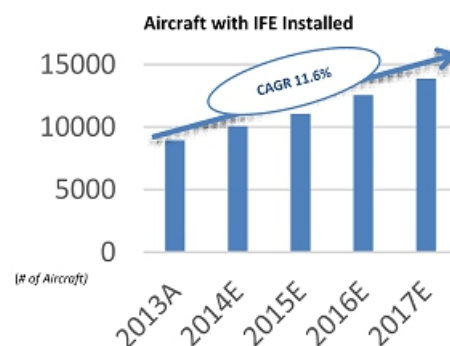
Rapid IFE&C Market Growth

IFE&C market estimated at ~\$3bn in 2013 and growing rapidly, driven by proliferation of handheld devices and growth in worldwide air travel

Attractive Market Growth Rates



Source: IMDC
(1) Excludes L-band connected aircraft.

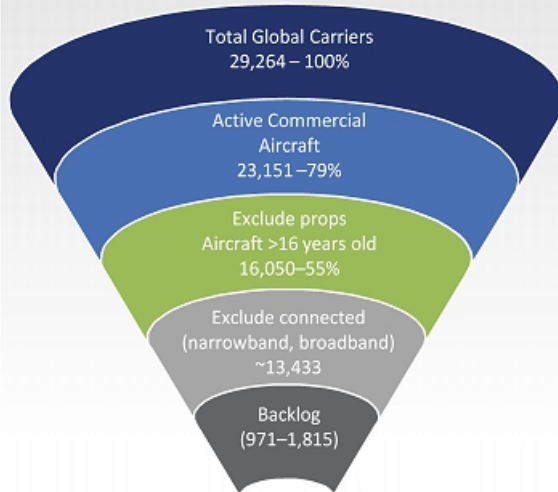




Large Connectivity Market Opportunity

Large Addressable Market

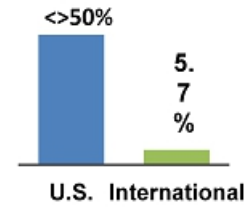
(Unit: Number of Aircraft)



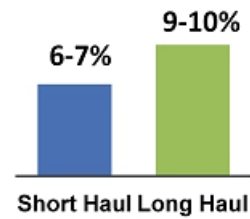
Total Uncommitted Market:
circa 13,000 Aircraft
≈ 1.1 Billion Passengers Per Year

Source: JMDG and IATA

Low International Penetration



Current Industry Take-Rate

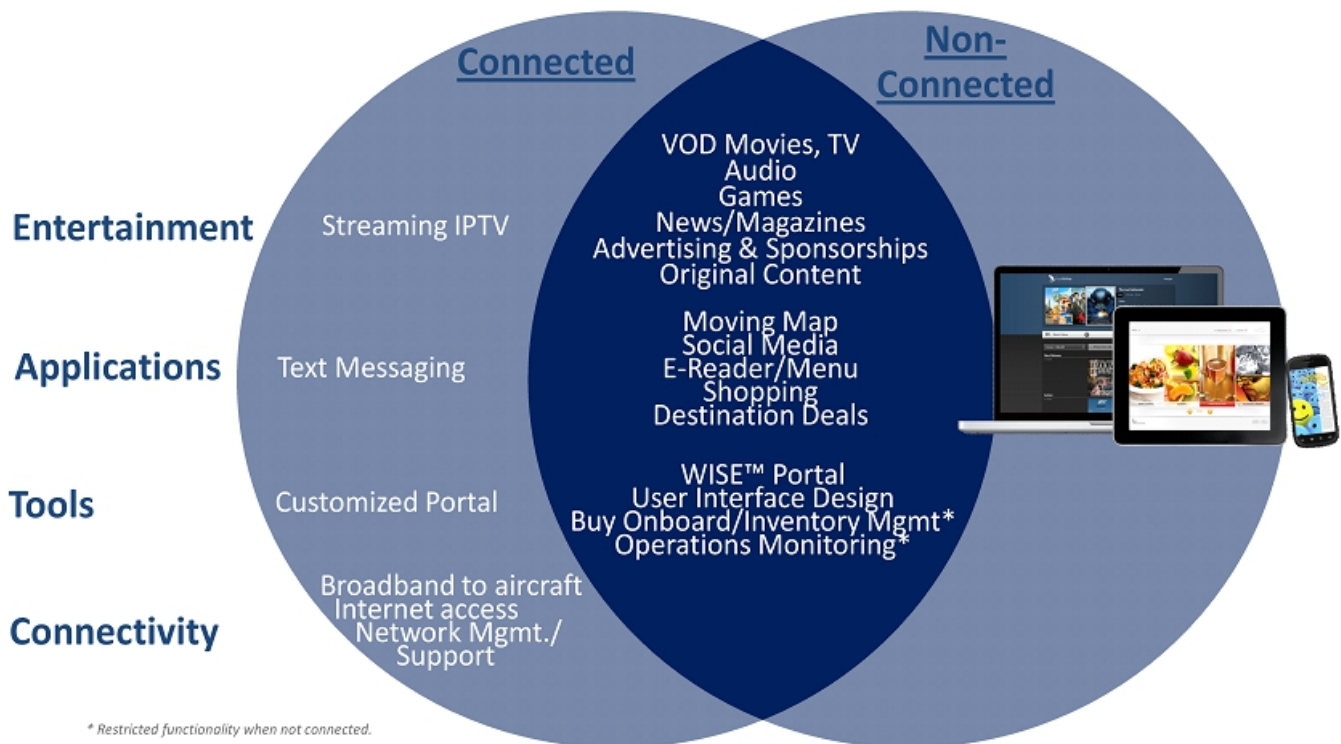


Product Solutions





Leader in In-Flight Digital Media



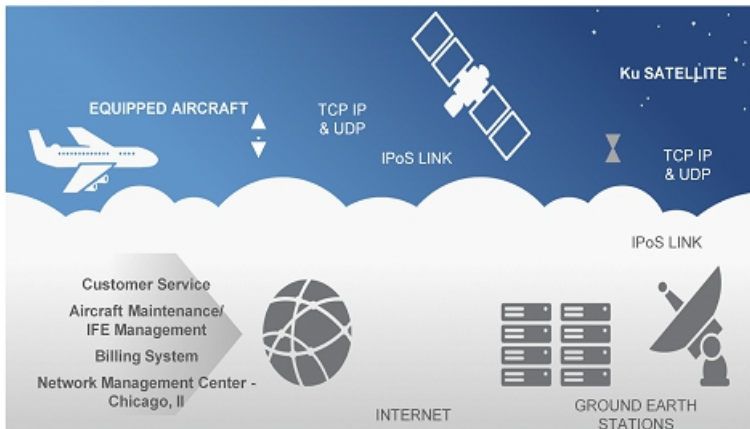


Superior Connectivity Product and Technology Platform

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

Ku-band technology provides high speed broadband internet via flexible and scalable satellite platform

Exclusive relationship with Hughes in North America; partner with leading providers in other regions





Connectivity Landscape

	Ku	L-Band	Ka	Air-to-Ground
Coverage	★★★	★★★	★★	★
Bandwidth	★★★	★	★★★	★★
Broadcast	★★★	—	—	—
Expansion Ability	★★★	★★	★★	★

	Ku	Ka
Advantages	<ul style="list-style-type: none">• Global coverage• Greater number of installations• Larger number of satellite providers• Enables Gate-to-Gate• Proven• Redundancy• Broadcast (Live TV) suitability	<ul style="list-style-type: none">• High speed bandwidth• Low cost per MB
Disadvantages	<ul style="list-style-type: none">• Higher cost per MB (<i>future cost reduction with High Throughput Satellite [HTS]</i>)• Lower bandwidth (<i>HTS will offer vastly increased bandwidth</i>)	<ul style="list-style-type: none">• Regional coverage• Susceptible to weather interference• Heavy reliance upon limited number of suppliers• Lacks redundancy• Not suitable for broadcast



Largest Deployed Fleet of Satellite-Based Connectivity Systems

Current fleet of customer aircraft – 568 system installations





Wireless IFE

- WISE platform provides an end-to-end wireless IFE content and software solution
- Easy-to-use portal accessed via the aircraft's WiFi system. Passengers can:
 - watch movies,
 - listen to music,
 - play video games,
 - read digital publications, et al
- Sold to airline clients through third party hardware partners
- Hardware agnostic platform. Partners include:
 - OnAir, Airbus/KID System, Honeywell and Rockwell Collins and other manufacturers
- Multiple airlines have chosen WISE and deliveries began in 1H '14 with launch customer Philippine Airlines

WISE™

Wireless In-Flight
Services & Entertainment



WISE is approved by all major
Hollywood studios for secured
AVOD streaming of movies and
TV programs



Global Eagle Offers the Most Diverse Content Offering

Original Content, Apps and Games

- Largest market share in in-flight gaming content (180 game titles)
- Original content creator
- Leader in paperless cabin (eMeal menu, eDuty Free, eReader, eSurvey, World Traveler)
- GUI development
- Safety videos

Licensing

- Exclusive airline distributor of Lionsgate / Summit, other independent movie products, and international content
- Distributor of Asian, Bollywood, European and Middle Eastern content to airlines
- Licensing of over 24 Chinese movies and 50 Hollywood titles a year

Content Services

- Post-production services making content usable for airlines
- Services include subtitles, editing, encoding, duplicating, integrating, reformatting, voice-over, customizing
- Video and audio content from worldwide sources delivered in 47 languages on multiple IFE platforms

Financial Overview





Content and Connectivity Business Segments

Source of Revenue

Content

Connectivity

Licensing

- Sale or license of media content, video and music programming, applications, and video games
- N/A

Services

- Technical services such as encoding and editing of media content
- Wi-Fi, TV, VoD, Music, eBooks, Messaging
- Sponsorship, shopping and travel-related revenue

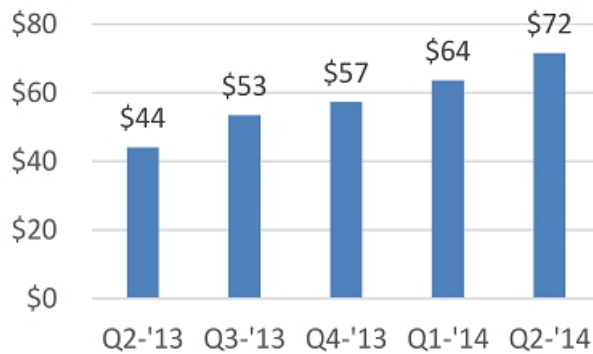
Equipment

- N/A
- Sale of satellite-based connectivity equipment

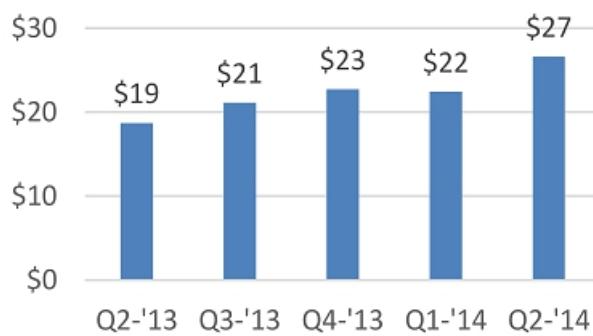


Strong Business and Financial Momentum

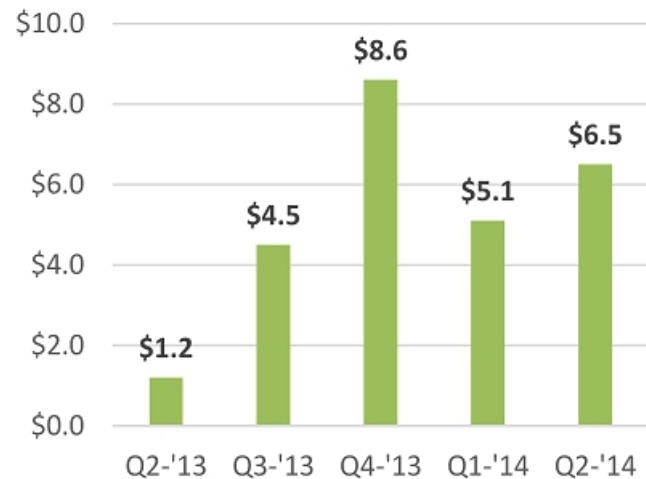
Content Revenue (\$MM)



Connectivity Revenue (\$MM)



Adjusted EBITDA* (\$MM)



* See Appendix A for a reconciliation of Adjusted EBITDA and a reconciliation to Net Income



Exchange Offer

- On August 13, 2014, GEE commenced an offer to exchange 0.3333 shares of GEE's common stock for each outstanding GEE warrant exercisable for shares of common stock at an exercise price of \$11.50 per share (approximately one share for every three warrants tendered), up to a maximum of 15,000,000 warrants.
- The purpose of the offer is to reduce the number of shares of common stock that would become outstanding upon the exercise of warrants.
- Warrants eligible to be tendered (subject to proration) include 15,791,262 warrants issued in GEE's IPO and 7,040,001 warrants issued in a private placement to GEE's founders in connection with GEE's IPO.
- The offer is not conditioned on the tender of any minimum number of warrants, but is subject to certain customary conditions.
- GEE's officers and directors are eligible to tender warrants pursuant to the offer. Two of GEE's directors, Harry E. Sloan and Jeff Sagansky, hold an aggregate of 7,040,001 warrants and have agreed to tender all of their warrants.
- The offer will expire, unless extended, at 9:00 a.m., Eastern Time, on Thursday, September 11, 2014.

See Appendix C for important information regarding the exchange offer.



Why We Win: Managing the Customer Experience

- Driving new revenue streams for the airlines with solutions that manage the end-to-end customer experience
- Integrated content, connectivity and digital media solution
- Production facilities, studio relationships and logistics that drive scale and create competitive barriers
- Proven satellite technology and network management with long history of successful international deployments
- White-label solution enables the airline to maintain brand consistency during the inflight experience, providing new revenue opportunities and improving the passenger experience
- New product roadmap for airlines and the travel industry to better engage their customers



Thank You





Appendix A: Reconciliation of Adjusted EBITDA (\$MM)

	<u>2Q13</u>	<u>3Q13</u>	<u>4Q13</u>	<u>1Q14</u>	<u>2Q14</u>
Net Income	(13.2)	(5.4)	(70.6)	(26.3)	12.0
Net Inc. Attributable to Non-Controlling Interests	0.1	-	0.3	0.2	-
Income Tax	0.6	1.2	1.1	1.3	0.8
Other Income (Expense)	5.0	(1.7)	60.1	15.9	(20.3)
Depreciation and Amortization	7.0	8.7	11.0	9.4	8.3
Stock-based Compensation	0.9	(0.6)	1.1	2.6	2.0
Acquisition and Realignment Costs	1.4	3.2	5.5	2.1	3.6
F/X Gain (Loss) on Intercompany Loan	(0.5)	(0.8)	-	-	-
Adjusted EBITDA	\$1.2	\$4.5	\$8.6	\$5.1	\$6.5

Note: Numbers may not add due to rounding



Appendix B: Definition of Adjusted EBITDA

To supplement our consolidated financial statements, which are prepared and presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"), we use Adjusted EBITDA, which is a non-GAAP financial measure. The presentation of Adjusted EBITDA is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. For more information on this non-GAAP financial measure, please see the tables captioned "Reconciliations of Non-GAAP Measures to Unaudited Consolidated Statements of Operations" included at the end of this release.

Adjusted EBITDA is the primary measure used by the Company's management and board of directors to understand and evaluate its financial performance and operating trends, including period to period comparisons, to prepare and approve its annual budget and to develop short and long term operational plans. Additionally, Adjusted EBITDA is the primary measure used by the compensation committee of the Company's board of directors to establish the funding targets for and fund its annual bonus pool for the Company's employees and executives. We believe our presentation of Adjusted EBITDA is useful to investors both because (1) it allows for greater transparency with respect to key metrics used by management in its financial and operational decision-making and (2) management frequently uses it in its discussions with investors, commercial bankers, securities analysts and other users of its financial statements.

We define Adjusted EBITDA as net income (loss) before income tax expense, other income (expense), interest expense (income), depreciation and amortization, stock-based compensation, acquisition and realignment costs, F/X gain (loss) on intercompany loans and any gains or losses on certain asset sales or dispositions. Acquisition and realignment costs include such items, when applicable, as (a) non-cash GAAP purchase accounting adjustments for certain deferred revenue and costs, (b) legal, accounting and other professional fees directly attributable to acquisition activity, (c) employee severance payments and third party professional fees directly attributable to acquisition or corporate realignment activities, (d) certain non-recurring expenses associated with the Company's expansion into China that did not generate associated revenue in 2014, and (e) expenditures related to the January 2013 business combination. Management does not consider these costs to be indicative of the Company's core operating results.

With respect to projected full year 2014 Adjusted EBITDA*, a quantitative reconciliation is not available without unreasonable efforts, and we are unable to address the probable significance of the unavailable information.



Appendix C: Important Information Regarding the Exchange Offer

This presentation is for informational purposes only and is neither an offer to buy nor the solicitation of an offer to sell any warrants to purchase shares of GEE common stock or any shares of GEE's common stock. The exchange offer is being made only pursuant to the Offer to Exchange Letter, the Letter of Transmittal and related materials dated August 13, 2014 that GEE distributed to its warrantholders and filed with the Securities and Exchange Commission ("SEC"). Warrantholders should read carefully the Offer to Exchange Letter, the Letter of Transmittal and related materials because they contain important information, including the various terms and conditions of the exchange offer. Warrantholders are urged to carefully read these materials prior to making any decision with respect to the exchange offer. Warrantholders may obtain free copies of the Offer to Exchange Letter, the Letter of Transmittal and other related materials filed with the SEC at the SEC's website at www.sec.gov or GEE's website at www.globaleagleent.com. In addition, warrantholders may also obtain copies of these documents, as available, free of charge, by contacting Morrow & Co., LLC, the Information Agent for the exchange offer, in writing at 470 West Avenue – 3rd Floor, Stamford, CT 06902, or by telephone at (800) 607-0088. Further, warrantholders who have questions regarding the exchange offer may contact Morrow as described above or Piper Jaffray & Co., the financial advisor for the exchange offer, at (800) 214-0540.