

**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 11, 2014**

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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.)

**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)

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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 3.02 Unregistered Sales of Equity Securities.**

On September 12, 2014, Global Eagle Entertainment Inc. (the “Company”) completed an exchange offer (the “Offer”) pursuant to which the Company offered to all holders of the Company’s outstanding warrants exercisable for shares of the Company’s common stock, par value \$0.0001 per share (the “Shares”), that were originally issued in the Company’s initial public offering and in a private placement to the Company’s founders in connection with the Company’s initial public offering and which have an exercise price of \$11.50 per share (the “Warrants”), to receive 0.3333 Shares in exchange for every Warrant tendered by the holders thereof (approximately one Share for every three Warrants tendered), up to a maximum of 15,000,000 Warrants, as described in the Tender Offer Statement on Schedule TO filed by the Company on August 13, 2014, as amended.

Pursuant to the Offer, 12,682,755 Warrants were validly tendered and not validly withdrawn. The Company accepted for exchange all Warrants tendered and issued 4,227,187 Shares in exchange for such Warrants. The exchange of the Warrants for Shares pursuant to the Offer was 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 exchange was effected 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.

### **Item 8.01 Other Events.**

On September 11, 2014, the Company issued a press release announcing the final results of the Offer. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by Global Eagle Entertainment Inc. on September 11, 2014.

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**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 17, 2014

[Signature Page to Form 8-K]

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release issued by Global Eagle Entertainment Inc. on September 11, 2014.

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# Global Eagle Entertainment Announces Results of Warrant Exchange Offer

LOS ANGELES, September 11, 2014 (GLOBE NEWSWIRE) — Global Eagle Entertainment Inc. (Nasdaq:ENT) ("Global Eagle," the "Company," "we" or "our"), a worldwide leading provider of content, connectivity and digital media solutions to airlines, today announced the results of its previously announced offer to exchange ("Offer to Exchange") 0.3333 shares of the Company's common stock ("Shares") for each outstanding Company warrant exercisable for Shares at an exercise price of \$11.50 per Share (the "Warrants") (approximately one Share for every three Warrants tendered), up to a maximum of 15,000,000 Warrants. The Offer to Exchange expired at 9:00 a.m., Eastern Time, on Thursday, September 11, 2014.

According to American Stock Transfer & Trust Company, LLC, the depository for the Offer to Exchange, 12,682,755 Warrants were validly tendered and not validly withdrawn, representing approximately 85% of the maximum number of Warrants that were offered to be exchanged or approximately 55% of the total number of outstanding Warrants. Global Eagle has accepted for exchange all of such Warrants. Approximately 4,227,187 Shares will be issued in exchange for such Warrants, including Shares to be issued as a result of the rounding of fractional Shares. Settlement is expected to occur on September 12, 2014.

This press release is for informational purposes only and is not an offer to purchase or a solicitation of an offer to sell securities.

## Forward-Looking Statements

We make forward-looking statements in this press release. These forward-looking statements relate to expectations or forecasts for future events, including without limitation, completion of the Offer to Exchange, 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, as amended, and subsequently filed reports on Form 10-Q, as amended. 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.

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## About Global Eagle Entertainment

Global Eagle Entertainment Inc. (Nasdaq:ENT) is a worldwide provider of media content, technology, and connectivity solutions to the travel industry. Through the industry's most comprehensive product and services platform, Global Eagle Entertainment provides airlines with a wide range of inflight solutions. These include Wi-Fi, movies, television, music, interactive software, as well as portable IFE solutions, content management services, e-commerce solutions and original content development. Serving over 150 airlines worldwide, Global Eagle Entertainment delivers exceptional quality and value to its customers to help them achieve their passenger experience objectives. The company's headquarters are located in Los Angeles, California, with offices and teams located in North America, Asia, the Middle East, Europe, Africa, Oceania and South America. Find out more at [www.globaleagleent.com](http://www.globaleagleent.com)

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