

**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): May 28, 2015

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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 7.01. Regulation FD.**

Attached as Exhibit 99.1 hereto is a presentation that representatives of Global Eagle Entertainment Inc. plan to use from time to time.

The information in this Current Report on Form 8-K, including Exhibit 99.1, is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Investor Presentation.

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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: Senior Vice President, General Counsel and Secretary

Dated: May 28, 2015

[Signature Page to Form 8-K]

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	Investor Presentation.

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# INVESTOR PRESENTATION

2Q 2015



GLOBAL  
EAGLE  
ENTERTAINMENT

## 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.



# GEE: WORLD LEADER IN INFLIGHT CONTENT, CONNECTIVITY, DIGITAL MEDIA AND OPERATIONS DATA SOLUTIONS



Content



Connectivity



Digital Media



Operations  
Data



The leading global, full-service platform providing Content to ~150 airlines and Connectivity to 650+ aircraft<sup>(1)</sup>

GEE has 750+ employees with headquarters in Los Angeles and offices worldwide

Targeting the connected aircraft with integrated product suite

- Content Services
- Connectivity Systems
- Digital Media Solutions
- Operations Data Solutions

TTM Revenue: \$402 MM

TTM Adjusted EBITDA\*: \$34 MM

Cash: \$277 MM



\* See Appendix A and Appendix B for the definition of Adjusted EBITDA and a reconciliation to Net Income

# MARKET LEADERSHIP DRIVING VALUE CREATION

## Business Model



- Integrated product offering to optimize the passenger experience
- Scalability and critical mass
- Leading technology and strong industry partnerships
- Expanding into adjacent markets

## Market Position



- No. 1 Provider: Inflight Satellite Connectivity (Ku-band)
- No. 1 Provider: Inflight Entertainment
- No. 1 Provider: Inflight Digital Advertising/Sponsorship
- Fully integrated across all 3 lines of business

## Opportunity



- \$10+ Billion market
- 13,000 aircraft growing at 1,500 per year, increasing penetration of onboard IFE, higher capacity systems
- Increasing investment in passenger experience
- Creating new revenue streams

## Value Creation



- Growing customer relationships with new products and services
- Entering new markets
  - Organic
  - M&A
- Expanding margins
- Rapidly growing EBITDA



\* See Appendix A and Appendix B for the definition of Adjusted EBITDA and a reconciliation to Net Income



## GEE'S FOUR AREAS OF FOCUS

Creation, acquisition, processing and **delivery** of video, audio and interactive entertainment to embedded inflight entertainment systems

**Design, operation and support** of the platforms and networks that provide connectivity for aircraft

**Content Services**



**Connectivity Systems**



**Digital Media Solutions**



**Operations Data Solutions**



**Curation, delivery and monetization** of content, connectivity and transaction services on mobile devices

**Capturing, processing and delivering** aircraft operational, administrative and crew-related data and analytics



## BROAD PRODUCT SUITE INTEGRATES INFLIGHT ENTERTAINMENT AND CONNECTIVITY



# GLOBAL PRESENCE IN KEY MARKETS

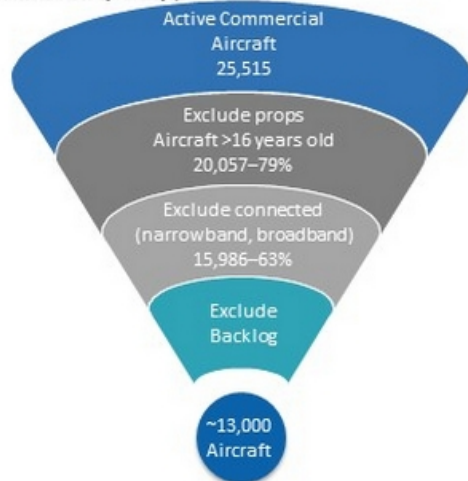


## OUR IMMEDIATE PRIORITIES

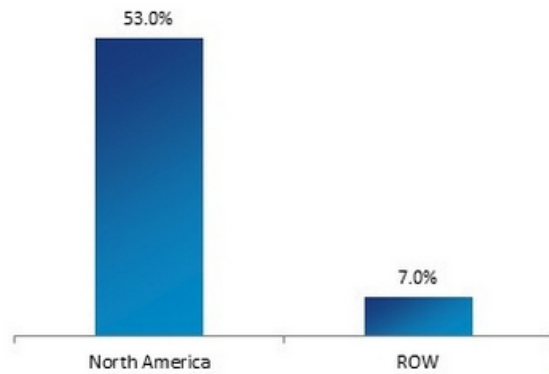
- Capture greater share in the connectivity market – especially internationally
- Deliver rich media experience, adding value for the carrier and potential sponsors

### Large Addressable Market

(Unit: Number of Aircraft)



### Aircraft with Connectivity as % of Total Addressable Market



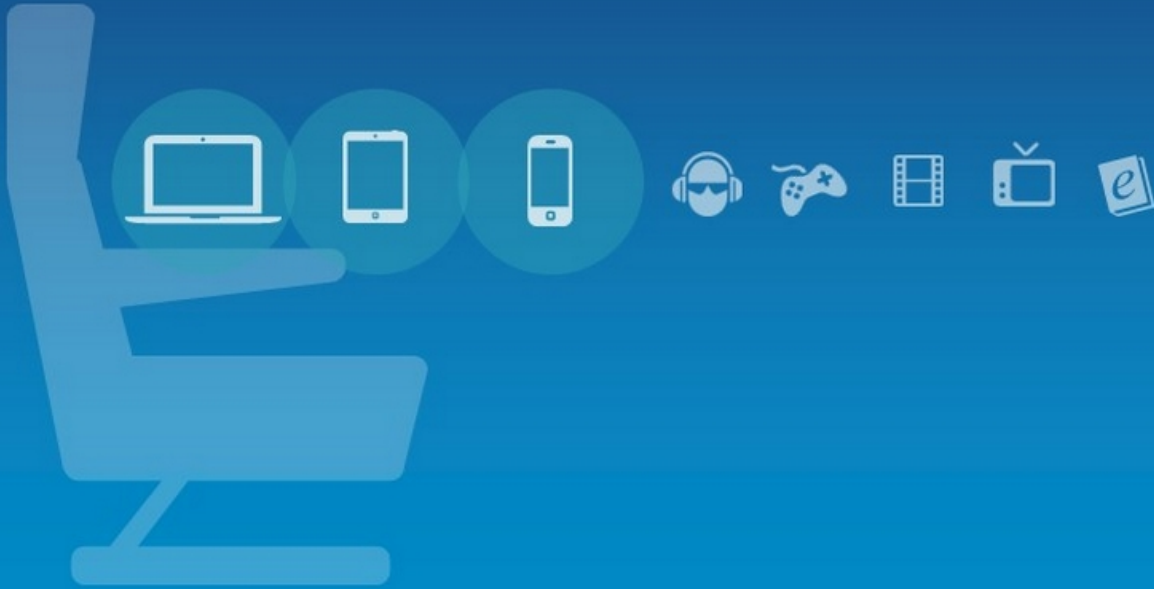
- Using our existing global sales force to win connectivity customers
- Build an audience for digital media



*Approximately 1,500 new aircraft are added to the global fleet each year*

Source: Boeing, IMDC and IATA

# CONTENT SERVICES & DIGITAL MEDIA SOLUTIONS





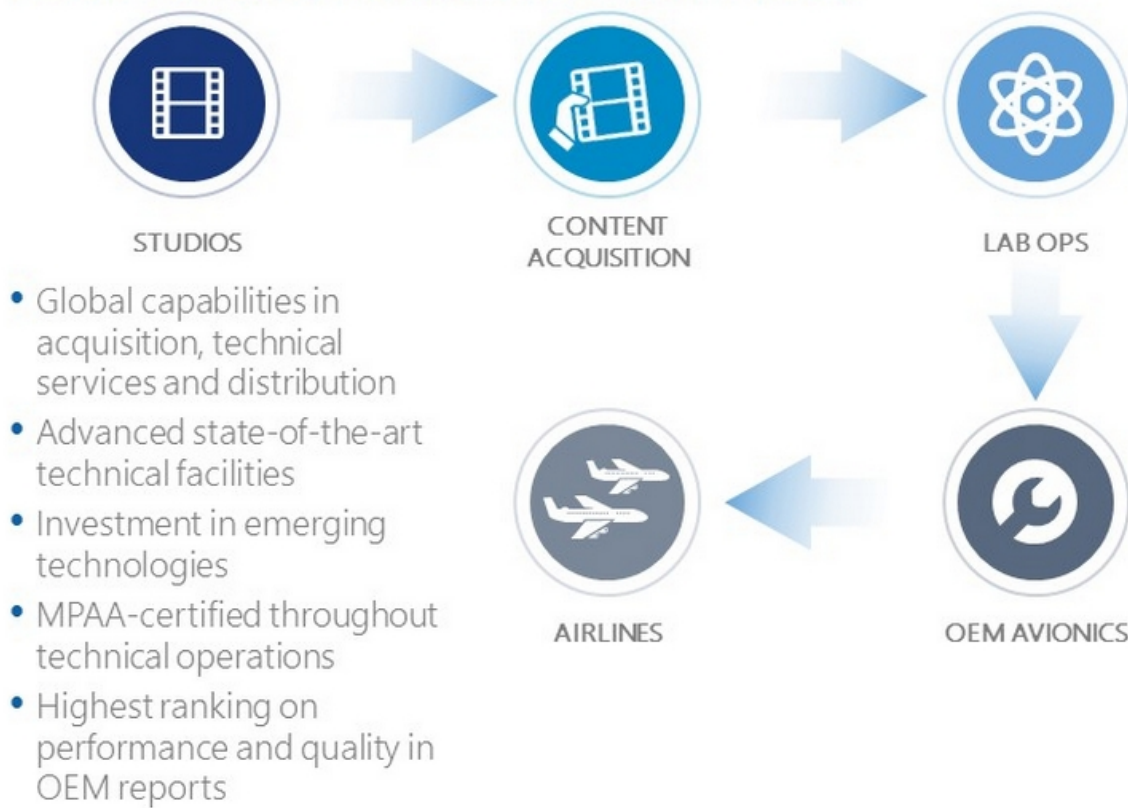
## LEADING PROVIDER OF CONTENT SERVICES TO GLOBAL IFE&C MARKET

- Delivering product in 47 languages across 150 countries
- ~60% share of IFE content market<sup>(1)</sup>
- Distributor of Hollywood, Asian, Bollywood, European & Middle Eastern content to aviation, maritime & other non-theatrical markets
- Exclusive airline distributor of:
  - Lionsgate / Summit films
  - Select independent movie products & international content
- Exclusive technical lab for Lionsgate, Warner Bros, Disney & Paramount

(1) Source: IMDC



## FULLY INTEGRATED CONTENT SUPPLIER



## DIGITAL MEDIA SOLUTIONS – CURRENT, CURATED, CUSTOMIZED



### DIGITAL MEDIA SOLUTIONS

- **GEE integrates content and connectivity to deliver rich, dynamic digital media solutions** including IPTV, streaming music, ecommerce, advertising and sponsorships



### PARTNERSHIPS

- **GEE connects airlines and advertisers in a meaningful way** to drive brand value, product awareness, create engaging compelling user scenarios, new business models and revenue streams



### PERSONAL EXPERIENCES

- **The proliferation of BYOD** enables delivery of timely, curated, content and personalized experiences that inform the passenger journey from the cabin and beyond the terminal





## DIGITAL MEDIA PRODUCTS - AIR SERIES



Connectivity and wireless IFE solution



Wireless IFE solution



Mobile app allowing pre-flight content downloads for secure inflight viewing



Suite of modular IFEC solutions: software, live television, near-live content, content handling and more



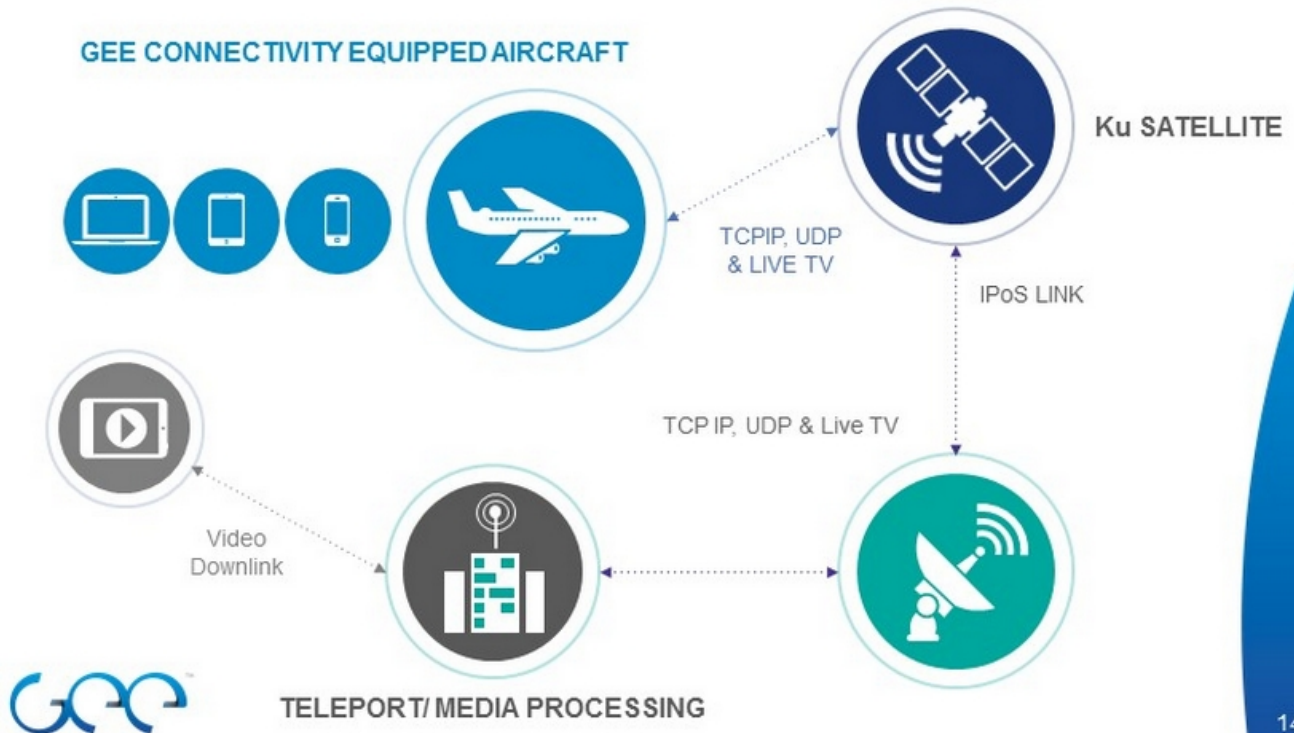
Wireless IFE software and content solutions for OEMs and MROs



## DELIVERING IPTV TO AIRLINES

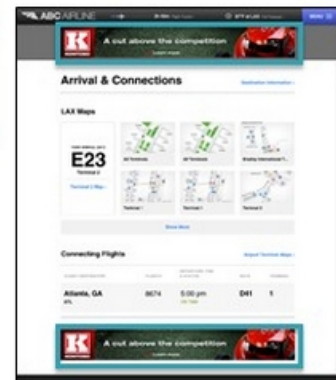
- GEE was the first to deliver IPTV to airlines
- GEE licenses all the content, acquires the signal, processes the media to deliver live IPTV to each aircraft

### GEE CONNECTIVITY EQUIPPED AIRCRAFT

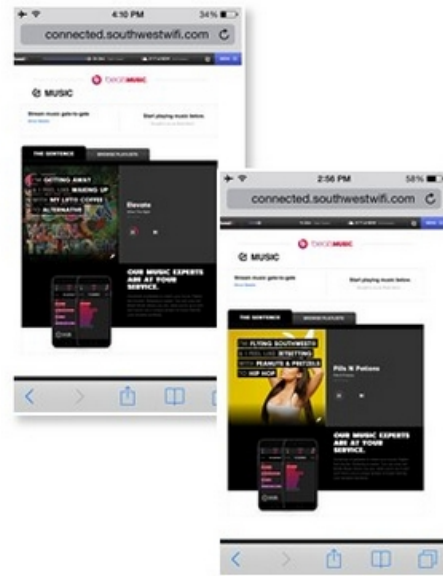
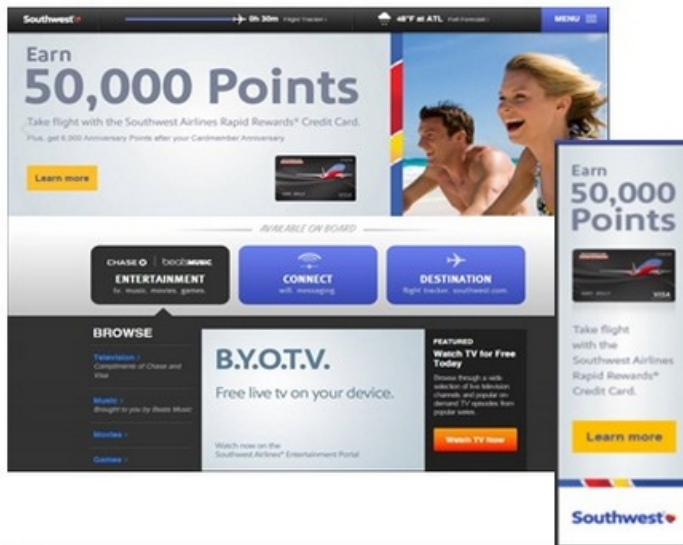


## ADS & SPONSORSHIPS DRIVING NEW REVENUE OPPORTUNITIES

- Advertisers and sponsors are growing sources of revenue
  - Live television
  - Music
  - Shopping / Retail
  - eBooks
  - Messaging
- Portal experience enables various types of advertising: digital ads, video ads and "virtual live channels"



## SPONSORSHIP ON SOUTHWEST – LIVE TV AND MUSIC



# CONNECTIVITY





## IN-FLIGHT CONNECTIVITY SYSTEMS

- 653 aircraft installed with GEE connectivity solution as of 3/31/2015
- First global deployed fleet with Ku-band in-flight connectivity
  - Global partnership with SES provides worldwide Ku-band coverage
  - Ku High Throughput Satellite (HTS) compatibility, when available
  - New global Ku antenna under development provides highly efficient operability at all latitudes, including equatorial
- World-class network operations center (NOC)
- B2B business model with airlines, providing them with greater control over the in-flight passenger experience

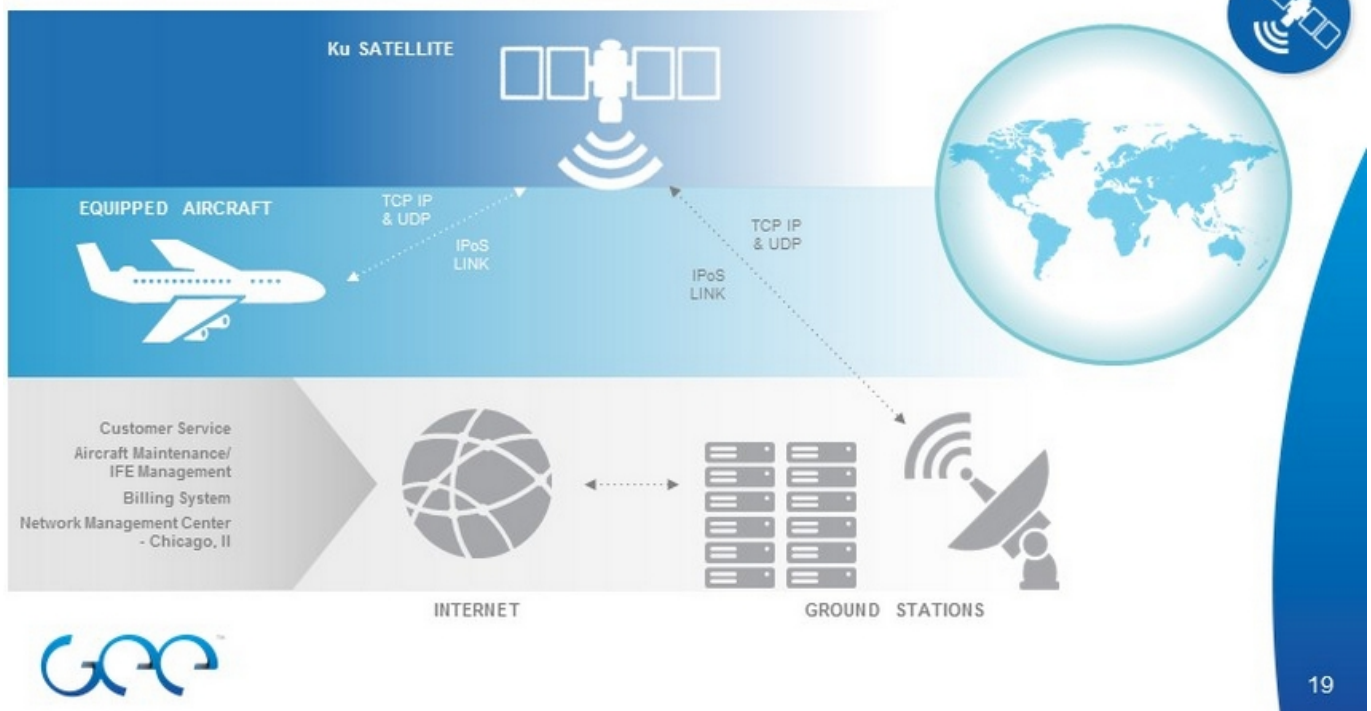


# SUPERIOR CONNECTIVITY PRODUCT AND TECHNOLOGY PLATFORM

A 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

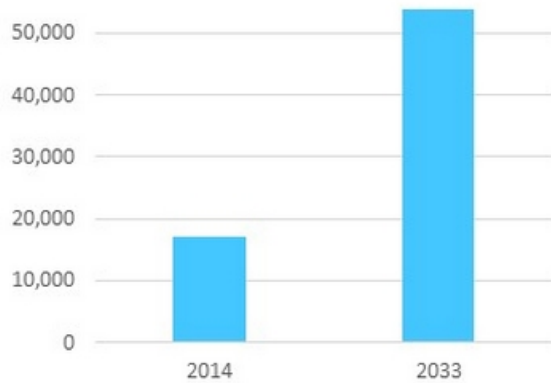
**Global partnership** with SES for worldwide connectivity



## RAPID MARKET GROWTH OPPORTUNITY

Annual revenue per aircraft could grow from low \$100,000's to over \$300,000

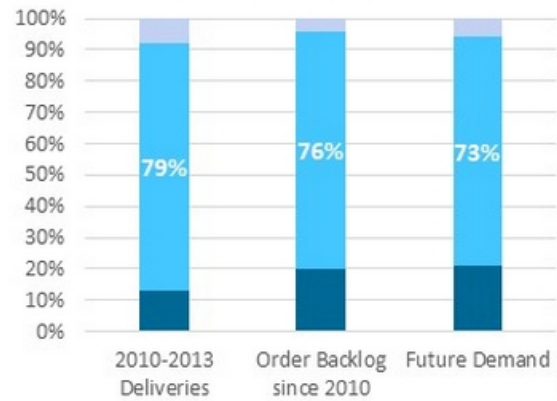
### Growth in Aircraft Shipments



- Estimated total deliveries from 2014-2033 of 37,000 aircraft
- Estimated 26,000 single aisle deliveries from 2014-2033



### Single Aisle Driving Growth



- Market focus on B737 and A320
- GEE has most 737's deployed with broadband satellite connectivity system

Source: Boeing and Company Estimates



## IN-FLIGHT CONNECTIVITY LEADER

- 3 years running "Best in In-flight Connectivity & Communications"\*
- First to deliver live television to passengers' mobile devices
- First to deliver connectivity services to passengers' mobile devices gate-to-gate
- First to deliver portal updates and content to the aircraft over satellite
- First to develop major commercial sponsorship models for airlines to deliver services free of charge
- State of the art and innovative network management systems



At any given moment, a GEE-equipped aircraft is in flight somewhere in the world  
24 / 7 / 365






\* APEX Award with Norwegian Air Shuttle

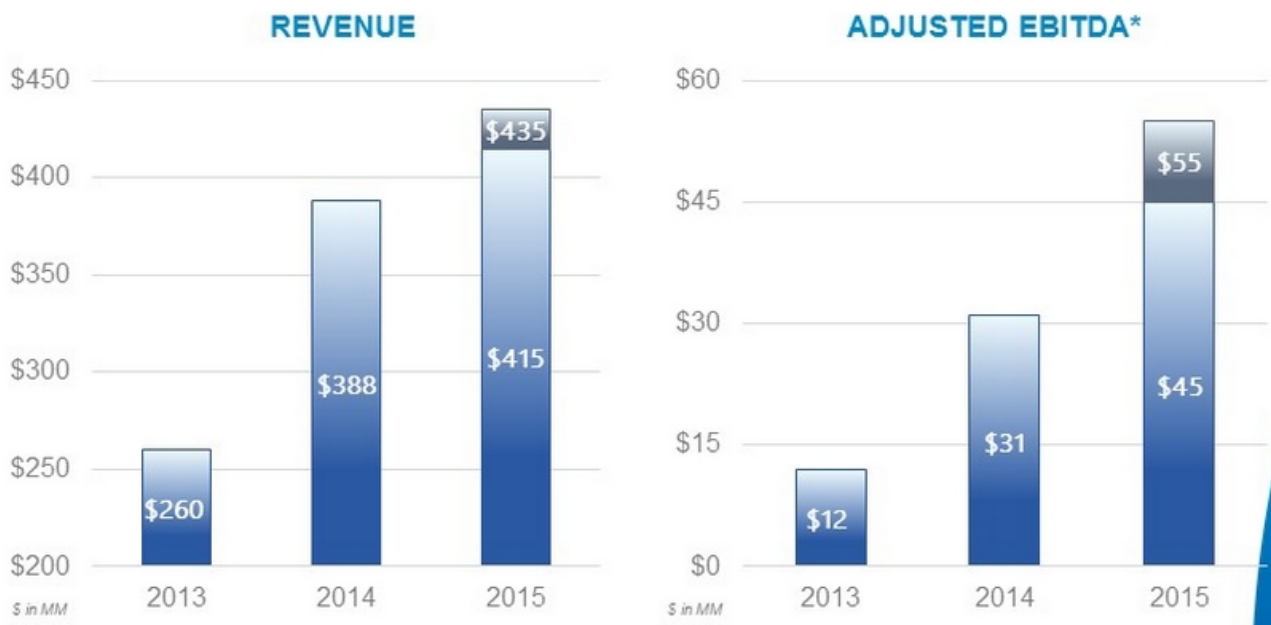
# FINANCIAL OVERVIEW



## CONTENT AND CONNECTIVITY BUSINESS SEGMENTS

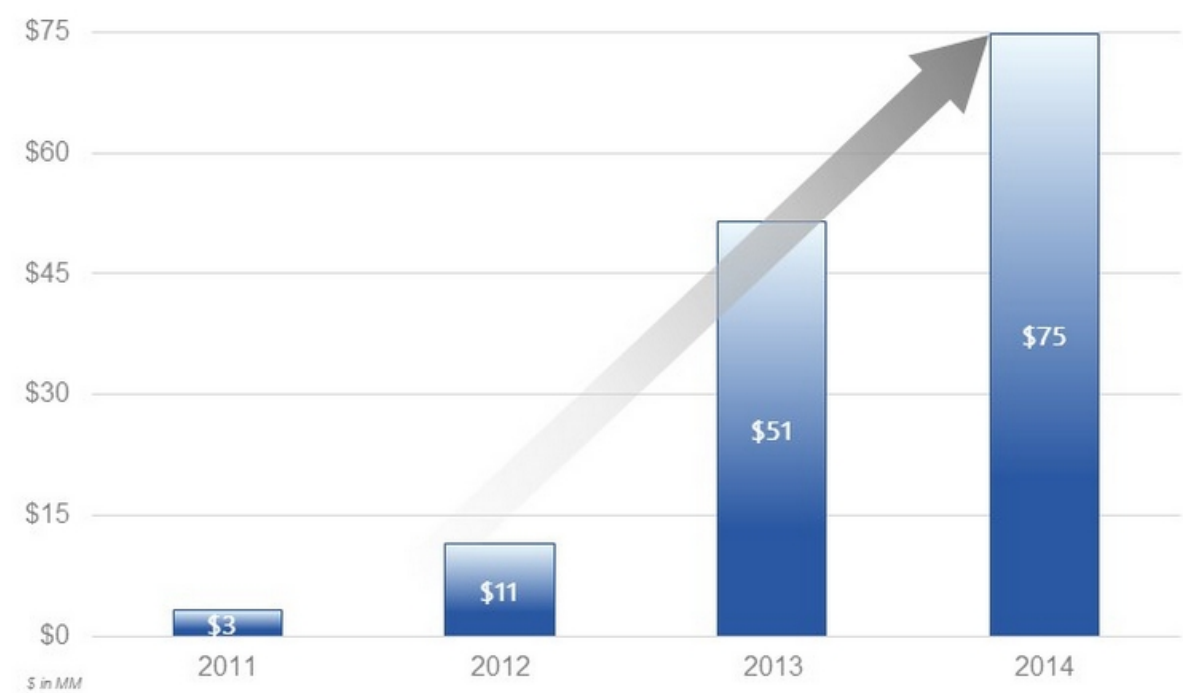
SOURCE	CONTENT	CONNECTIVITY
		
Licensing	<ul style="list-style-type: none"> <li>• Seatback IFE: Sale or license of media content, video and music programming, applications and video games</li> </ul>	<ul style="list-style-type: none"> <li>• N/M</li> </ul>
Services	<ul style="list-style-type: none"> <li>• Technical services such as encoding and editing of media content</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Connectivity:</b> Internet Access/WiFi</li> <li>• <b>Digital Media Products:</b> IPTV, "Air" Series of products: VoD, Music, eBooks and Messaging</li> <li>• <b>Digital Media Commercial:</b> Advertising, sponsorship, shopping and travel-related revenue</li> <li>• <b>Operations Data</b></li> </ul>
Equipment	<ul style="list-style-type: none"> <li>• N/M</li> </ul>	<ul style="list-style-type: none"> <li>• Sale of satellite-based connectivity equipment</li> </ul>

# STRONG REVENUE GROWTH AND EXPANDING MARGINS



\* See Appendix A and Appendix B for the definition of Adjusted EBITDA and a reconciliation to Net Income

# RAPID CONNECTIVITY SERVICE REVENUE GROWTH



# APPENDICES



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## APPENDIX A: RECONCILIATION OF ADJUSTED EBITDA (\$MM)

	<u>1Q13</u>	<u>2Q13</u>	<u>3Q13</u>	<u>4Q13</u>
Net Income	(27.0)	(13.1)	(5.6)	(69.2)
Net Inc. Attributable to Non-Controlling Interests	-	0.1	0.2	-
Income Tax	-	0.6	1.2	-
Other Income (Expense)	4.8	5.0	(1.7)	60.1
Depreciation and Amortization	4.7	7.0	8.7	11.0
Stock-based Compensation	1.6	0.9	(0.6)	1.1
Acquisition and Realignment Costs	12.2	1.4	3.2	5.5
Restructuring Charges	-	-	-	-
F/X Gain (Loss) on Intercompany Loan	1.4	(0.5)	(0.8)	-
<b>Adjusted EBITDA</b>	<b>\$(0.5)*</b>	<b>\$1.2</b>	<b>\$4.5</b>	<b>\$8.6</b>



*\*Pro Forma adjusted EBITDA  
Note: Numbers may not add due to rounding*

## APPENDIX A: RECONCILIATION OF ADJUSTED EBITDA (\$MM) (CONT'D)

	<b>1Q14</b>	<b>2Q14</b>	<b>3Q14</b>	<b>4Q14</b>	<b>1Q15</b>
Net Income	(26.3)	12.0	(15.5)	(25.0)	(3.4)
Net Inc. Attributable to Non-Controlling Interests	0.2	-	-	-	-
Income Tax	1.3	0.8	1.5	4.6	(0.7)
Other Income (Expense)	15.9	(20.3)	7.1	11.2	0.1
Depreciation and Amortization	9.4	8.3	8.3	8.4	8.2
Stock-based Compensation	2.6	2.0	1.9	1.6	2.6
Acquisition and Realignment Costs	2.1	3.6	3.0	8.0	1.2
Restructuring Charges	-	-	2.6	1.6	0.3
F/X Gain (Loss) on Intercompany Loan	-	-	-	-	-
<b>Adjusted EBITDA</b>	<b>\$5.1</b>	<b>\$6.5</b>	<b>\$8.8</b>	<b>\$10.4</b>	<b>\$8.2</b>



*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 GAAP, we present Adjusted EBITDA, which is a non-GAAP financial measure, as a measure of our performance. The presentation of Adjusted EBITDA is not intended to be considered in isolation or as a substitute for, or superior to, net income (loss), operating loss before income taxes or any other performance measures derived in accordance with GAAP or as an alternative to net cash provided by operating activities or any other measures of our cash flow or liquidity. For more information on this non-GAAP financial measure, please see the reconciliation table and notes on the previous pages.

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

We define Adjusted EBITDA as operating loss before income taxes before, when applicable, other income(expense), interest expense (income), depreciation and amortization, as further adjusted to eliminate their impact of, when applicable, stock-based compensation, acquisition and realignment costs, restructuring charges, F/X gain (loss) on intercompany loans and any gains or losses on certain asset sales or dispositions. Other income (expense), acquisition and realignment costs and restructuring charges 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 our expansion into China that did not generate associated revenue in 2014, (e) legal settlements or reserves for legal settlements in the period that pertain to historical matters that existed at acquired companies prior to their purchase date, (f) impairment of a portion of certain receivables directly attributable to a customer undergoing economic hardships from recent trade sanctions imposed by the European Union and the United States on Russia, (g) changes in the fair value of our derivative financial instruments and (h) any restructuring charges in the period pursuant to our integration plan announced on September 23, 2014. Management does not consider these costs to be indicative of our core operating results.

