

**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): July 31, 2015

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 3.02 Unregistered Sales of Equity Securities.

On July 31, 2015, Global Eagle Entertainment Inc. (the “Company”) entered into warrant exchange agreements with holders of 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 (“Warrants”), pursuant to which the Company issued an aggregate of 1,015,176 shares of Common Stock in exchange for the surrender of Warrants to purchase an aggregate of 3,045,530 shares of Common Stock (the “Warrant Exchanges”). The Warrant 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 the Warrant Exchanges.

Item 7.01 Regulation FD Disclosure.

On August 4, 2015, the Company issued a press release announcing the completion of the Warrant Exchanges. A copy of the press release is attached to this Current Report on Form 8-K and incorporated herein by reference.

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

Exhibit No.	Description
99.1	Press release.

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.

Dated: August 4, 2015

GLOBAL EAGLE ENTERTAINMENT INC.

By: /s/ Jay Itzkowitz

Jay Itzkowitz

Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release.



Global Eagle Entertainment Announces Completion of Warrant Exchanges

Los Angeles, Calif., (August 4, 2015) – [Global Eagle Entertainment Inc.](#) (Nasdaq: ENT) (“Global Eagle”, “GEE” or the “Company”), a worldwide provider of media content, connectivity systems and operational data solutions to the travel industry, today announced that it successfully repurchased from certain public warrant holders approximately 3.0 million warrants in exchange for approximately 1.0 million shares of GEE common stock.

“With the completion of these exchanges, in the past 12 months GEE has successfully reduced its outstanding public and sponsor warrants by well over two-thirds,” commented Dave Davis, CEO of GEE. “Since September of 2014, GEE has reduced this overhang from 22.8 million warrants to 7.1 million warrants, as we continually work to improve our capital structure.”

About Global Eagle

Global Eagle Entertainment Inc. (Nasdaq: ENT) is a worldwide provider of media content, connectivity systems and operational data 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 in-flight 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.geemedia.com

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, 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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