

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

FORM S-8  
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)

**4553 Glencoe Avenue  
Los Angeles, California 90292  
(310) 437-6000**

(Address of Principal Executive Offices,  
including Zip Code and Telephone Number)

**THE GLOBAL EAGLE ENTERTAINMENT INC. AMENDED AND RESTATED 2013 EQUITY INCENTIVE PLAN**

(Full Title of the Plan)

**Jay Itzkowitz, Esq.  
Senior Vice President and General Counsel  
4553 Glencoe Avenue  
Los Angeles, California 90292  
(310) 437-6000**

(Name, Address, including Zip Code, and  
Telephone Number, including Area Code,  
of Agent for Service)

With a copy to:

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

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large Accelerated Filer ☐ Accelerated Filer ☒  
Non-Accelerated Filer ☐ (Do not check if a smaller reporting company) Smaller Reporting Company ☐

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share, to be issued pursuant to awards to be granted under the Global Eagle Entertainment Inc. Amended and Restated 2013 Equity Incentive Plan	1,500,000 shares	\$12.45 (2)	\$18,675,000 (2)	\$2,170.04

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of Common Stock which become issuable under the Global Eagle Entertainment Inc. Amended and Restated 2013 Equity Incentive Plan (the "Plan"), by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's Common Stock.

- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and (h) under the Securities Act. The price is computed based upon the average of the high and low sales prices of the Registrant's Common Stock on August 3, 2015, as reported on the NASDAQ Capital Market.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 registers the offer and sale of an additional 1,500,000 shares of common stock, par value \$0.0001 per share (the “Common Stock”), of Global Eagle Entertainment Inc. (the “Company”) for issuance under the Global Eagle Entertainment Inc. Amended and Restated 2013 Equity Incentive Plan (the “Plan”). The shares are being registered in addition to the Common Stock previously registered for issuance under the Global Eagle Entertainment Inc. 2013 Equity Incentive Plan, as amended, pursuant to the Company’s Registration Statement on Form S-8 filed with the United States Securities and Exchange Commission (the “SEC”) on December 23, 2013 (Registration Number 333-193052) (the “2013 Registration Statement”). In accordance with Instruction E to the General Instructions to Form S-8, the contents of the 2013 Registration Statement are hereby incorporated by reference herein, except to the extent supplemented, amended or superseded by the information set forth herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents By Reference.

The following documents filed with the SEC by the Company pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement:

- (1) Annual Report on Form 10-K for the year ended December 31, 2014, filed on March 17, 2015 (File No. 001-35176);
- (2) Quarterly Reports on Form 10-Q for the quarters ended March 31, 2015 and June 30, 2015, filed with the SEC on May 8, 2015, and August 7, 2015, respectively (File No. 001-35176);
- (3) Current Reports on Form 8-K filed on February 9, 2015 (Item 1.01 only), February 19, 2015, April 7, 2015, April 16, 2015 and June 29, 2015 (File No. 001-35176); and
- (4) Registration Statement on Form 8-A (File No. 001-35176) filed on May 12, 2011, including any amendment or report filed for the purpose of updating such description.

In addition, all documents the Company subsequently files pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities covered hereby then remaining unsold are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document, which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

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**Item 8. Exhibits.**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.2 to Amendment No. 4 to the Company's Registration Statement on Form S-1 (File No. 333-172267), filed with the SEC on May 11, 2011)
4.2	Form of Warrant Agreement by and between the Company and American Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 4.4 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-172267), filed with the SEC on April 6, 2011)
4.3	Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-172267), and included as an exhibit in the Warrant Agreement, filed with the Securities and Exchange Commission on March 21, 2011)
4.4	Indenture (including the Form of Convertible Note), dated as of February 18, 2015, with respect to the Company's 2.75% Convertible Senior Notes due 2035, between the Company and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 001-35176), filed with the SEC on February 6, 2013)
5.1	Opinion of McDermott Will & Emery LLP
23.1	Consent of Ernst & Young, LLP
23.2	Consent of Rose, Snyder & Jacobs LLP
23.3	Consent of McDermott Will & Emery LLP (contained in the opinion filed as Exhibit 5.1 hereto)
24.1	Power of Attorney (included on signature page to this Registration Statement)
99.1	Global Eagle Entertainment Inc. Amended and Restated 2013 Equity Incentive Plan (incorporated by reference to Appendix A to the Global Eagle Entertainment Inc. Definitive Proxy Statement on Schedule 14A (File No. 001-35176) filed on April 30, 2015)

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on August 7, 2015.

GLOBAL EAGLE ENTERTAINMENT INC.

By: /s/ Jay Itzkowitz

Name: Jay Itzkowitz

Title: Senior Vice President and General Counsel

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints David M. Davis, Michael Zemetra and Jay Itzkowitz, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorney-in-fact and agent may deem necessary or advisable in order to enable the Company to comply with the Securities Act and any requirements of the SEC in respect thereof, in connection with the filing with the SEC of this Registration Statement on Form S-8 under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the SEC, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto said attorney-in-fact and agent, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

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.

Signature	Title	Date
<u>/s/ David M. Davis</u> David M. Davis	Director and Chief Executive Officer (Principal Executive Officer)	August 7, 2015
<u>/s/ Michael Zemetra</u> Michael Zemetra	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	August 7, 2015
<u>/s/ Edward L. Shapiro</u> Edward L. Shapiro	Chairman of the Board	August 7, 2015
<u>/s/ Jeffrey E. Epstein</u> Jeffrey E. Epstein	Director	August 7, 2015
<u>/s/ Stephen Hasker</u> Stephen Hasker	Director	August 7, 2015
<u>/s/ Jeffrey A. Leddy</u> Jeffrey A. Leddy	Director	August 7, 2015
<u>/s/ Louis Bélanger-Martin</u> Louis Bélanger-Martin	Director	August 7, 2015
<u>/s/ Robert W. Reding</u> Robert W. Reding	Director	August 7, 2015
<u>/s/ Jeff Sagansky</u> Jeff Sagansky	Director	August 7, 2015
<u>/s/ Harry E. Sloan</u> Harry E. Sloan	Director	August 7, 2015

## EXHIBIT INDEX

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August 7, 2015

Global Eagle Entertainment Inc.  
4553 Glencoe Avenue  
Los Angeles, California 90292

Re: Registration Statement on Form S-8; 1,500,000 shares of Common Stock, \$.0001 par value per share (the  
“Common Stock”)

Ladies and Gentlemen:

We have acted as counsel to Global Eagle Entertainment Inc. (the “Company”) and are delivering this opinion in connection with the preparation and filing with the United States Securities and Exchange Commission of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended, with respect to 1,500,000 shares of Common Stock reserved for issuance pursuant to the Global Eagle Entertainment Inc. Amended and Restated 2013 Equity Incentive Plan (the “Plan”).

In arriving at the opinion expressed below, we have examined the Registration Statement, the Plan, and such other documents as we have deemed necessary to enable us to express the opinion hereinafter set forth. In addition, we have examined and relied on, to the extent we have deemed proper, certificates of officers of the Company as to factual matters, on the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other instruments and certificates of public officials and other persons as we have deemed appropriate. In our examination, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies, and the genuineness of all signatures on documents reviewed by us and the legal capacity of natural persons.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the shares of Common Stock have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, or certificates representing the shares of Common Stock (in the form of the specimen common stock certificate incorporated by reference as an exhibit to the Company’s most recent Annual Report on Form 10-K) have been manually signed by an authorized officer of the transfer agent and registrar therefor, and subject to the Company completing all actions and procedures required on its part to be taken prior to the issuance of the shares of Common Stock, when the shares of Common Stock have been issued by the Company in the circumstances contemplated by the Plan against requisite payment therefor, the issue and sale of the shares of Common Stock will have been duly authorized by all necessary corporate action of the Company, and the shares of Common Stock will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the Federal laws of the United States and the General Corporation Law of the State of Delaware, and we express no opinion herein as to the laws of any other jurisdiction.

We hereby consent to all references to us in the Registration Statement and to the filing of this opinion letter as an exhibit to the Registration Statement and any amendments thereto. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ McDermott Will & Emery LLP  
McDermott Will & Emery LLP

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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-8 pertaining to the Global Eagle Entertainment Inc. Amended and Restated 2013 Equity Incentive Plan of our reports dated March 16, 2015, with respect to the consolidated financial statements of Global Eagle Entertainment Inc. and the effectiveness of internal control over financial reporting of Global Eagle Entertainment Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young, LLP

Los Angeles, California

August 7, 2015

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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-8 of Global Eagle Entertainment Inc. (formerly known as Global Eagle Acquisition Corp) of our report dated March 15, 2013, except for note 21, as to which the date is August 8, 2013, with respect to the financial statements of Row 44, Inc. for the year ended December 31, 2012 included in the Annual Report on Form 10-K for Global Eagle Entertainment Inc. for the year ended December 31, 2014. Our report relating to the financial statements for the year ended December 31, 2012 contains an explanatory paragraph regarding the Row 44's ability to continue as a going concern as of December 31, 2012.

/s/ Rose, Snyder & Jacobs LLP

Encino, California

August 7, 2015

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