

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, Suite 300
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, as Amended
(Full Title of the Plan)

Stephen Ballas, Esq.
Senior Vice President, General Counsel and Secretary
4553 Glencoe Avenue, Suite 300
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.
Winston & Strawn LLP
200 Park Avenue
New York, New York 10166-4193
Tel: (212) 294-6700
Fax: (212) 294-4700

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, as amended (the " <u>Plan</u> ") | 2,000,000 shares | \$ 9.00 ⁽²⁾ | \$ 18,000,000.00 ⁽²⁾ | \$ 1,812.60 |

- (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 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 15, 2016, as reported on the NASDAQ Capital Market.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers the offer and sale of an additional 2,000,000 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, as amended (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 U.S. Securities and Exchange Commission (the “SEC”) on December 23, 2013 (Registration Number 333-193052) (the “2013 Registration Statement”) and the Common Stock previously registered for issuance under the Plan pursuant to the Company’s Registration Statement on Form S-8 filed with the SEC on August 7, 2015 (Registration Number 333-206251) (the “2015 Registration Statement”). In accordance with Instruction E to the General Instructions to Form S-8, the contents of the 2013 Registration Statement and the 2015 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, 2015, filed on March 17, 2016 (File No. 001-35176);
- (2) Quarterly Report on Form 10-Q for the quarters ended March 31, 2016 and June 30, 2016, filed with the SEC on May 9, 2016 and August 9, 2016, respectively (File No. 001-35176);
- (3) Current Reports on Form 8-K filed on April 21, 2016, May 13, 2016, May 16, 2016, June 23, 2016, August 2, 2016 and August 12, 2016 (File No. 001-35176); and
- (4) The description of the Company’s Common Stock contained in the Company’s 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 and 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.

Item 8. Exhibits.

Reference is made to the information contained in the Exhibit Index filed as part of this Registration Statement, which information is incorporated herein by reference pursuant to Rule 411 of the SEC’s Rules and Regulations under the Securities Act of 1933, as amended.

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 16, 2016.

GLOBAL EAGLE ENTERTAINMENT INC.

By: /s/ Michael Zemetra
Name: Michael Zemetra
Title: Chief Financial Officer

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 Stephen Ballas, 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 16, 2016 |
| <u>/s/ Michael Zemetra</u> Michael Zemetra | Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer) | August 16, 2016 |
| <u>/s/ Edward L. Shapiro</u> Edward L. Shapiro | Chairman of the Board | August 16, 2016 |
| <u>/s/ Jeffrey E. Epstein</u> Jeffrey E. Epstein | Director | August 16, 2016 |
| <u>/s/ Stephen Hasker</u> Stephen Hasker | Director | August 16, 2016 |
| <u>/s/ Jeffrey A. Leddy</u> Jeffrey A. Leddy | Director | August 16, 2016 |
| <u>/s/ Robert W. Reding</u> Robert W. Reding | Director | August 16, 2016 |
| <u>/s/ Jeff Sagansky</u> Jeff Sagansky | Director | August 16, 2016 |
| <u>/s/ Harry E. Sloan</u> Harry E. Sloan | Director | August 16, 2016 |

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| 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 19, 2015) |
| 5.1 | Opinion of Winston & Strawn LLP |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Winston & Strawn LLP (included in Exhibit 5.1) |
| 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, as amended (incorporated by reference to Annex A to the Global Eagle Entertainment Inc. Definitive Proxy Statement on Schedule 14A (File No. 001-35176) filed on April 29, 2016) |



North America Europe Asia

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August 16, 2016

Global Eagle Entertainment Inc.
4553 Glencoe Avenue
Los Angeles, California 90292**Re: Form S-8 Registration Statement**

Ladies and Gentlemen:

We have acted as special counsel to Global Eagle Entertainment Inc., a Delaware corporation (the "Company"), in connection with the Form S-8 Registration Statement (the "Registration Statement") relating to the registration of the offer and sale of up to 2,000,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), issuable pursuant to the terms and in the manner set forth in the Global Eagle Entertainment Inc. Amended and Restated 2013 Equity Incentive Plan, as amended (the "Plan").

This opinion letter is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Act").

In connection with this opinion letter, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement, to be filed with the U.S. Securities and Exchange Commission (the "Commission") under the Act; (ii) the Second Amended and Restated Certificate of Incorporation of the Company, as currently in effect; (iii) the Amended and Restated Bylaws of the Company, as currently in effect; (iv) the Plan; and (v) resolutions of the board of directors of the Company relating to, among other things, the approval of the Plan and the reservation for issuance of the Shares issuable thereunder. We have also examined such other documents as we have deemed necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. As to any facts material to this opinion that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued, paid for and delivered pursuant to the terms and in the manner set forth in the Plan, and assuming that the Shares have been and remain duly reserved for issuance within the limits of the Common Stock then remaining authorized but unissued, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is based upon and limited to the General Corporation Law of the State of Delaware (including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). We express no opinion herein as to any other laws, statutes, regulations or ordinances. This opinion is given as of the date hereof and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes that may hereafter occur. This opinion letter is being furnished solely for the Company's benefit in connection with the offer, sale and issuance of the Shares and is not to be used, quoted or otherwise referred to for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby concede that we are experts within the meaning of the Act or that our firm is within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very Truly Yours,

/s/ Winston & Strawn LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Global Eagle Entertainment Inc. Amended and Restated 2013 Equity Incentive Plan, as amended, of our report dated March 17, 2016, 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, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California

August 16, 2016
