

**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 27, 2016**

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**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, Suite 300, 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 with investors during the third and fourth quarters of 2016.

The information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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

(d) Exhibits

We incorporate by reference herein the Exhibit Index following the signature page to this Current Report on Form 8-K.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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/ Tom Severson  
Name: Tom Severson  
Title: Chief Financial Officer

Dated: September 27, 2016

## EXHIBIT INDEX

Exhibit No.	Description
99.1	Investor Presentation.



GLOBAL EAGLE ENTERTAINMENT



## Investor Presentation

Third Quarter 2016



## INTRODUCTION



# SAFE HARBOR STATEMENT

## Introduction

We make forward-looking statements in this presentation within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to expectations or forecasts for future events, including, without limitation, our ability to achieve synergies from the EMC acquisition, expenses, future financial or business performance or strategies, or the future performance of the connectivity and content markets. 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 (which is September 27, 2016), and involve a number of risks and uncertainties which may cause them to turn out to be wrong. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and 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. As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Please refer to our second quarter earnings release, furnished on Form 8-K, our most recent quarterly reports filed on Form 10-Q, and our most recent annual report filed on Form 10-K, and in particular any discussion of risk factors or forward-looking statements therein, which are available on the SEC's website ([www.sec.gov](http://www.sec.gov)), for a full discussion of the risks and other factors that may impact any forward-looking statements in this presentation or that you may hear during this presentation.



# BROAD GLOBAL PRESENCE

Introduction



MEDIA &  
CONTENT



AVIATION  
CONNECTIVITY



MARITIME & LAND  
CONNECTIVITY

## FULLY INTEGRATED ACROSS AIR, SEA & LAND

1,500+  
employees

50+  
offices on  
6 continents

49  
satellites

30+  
patents

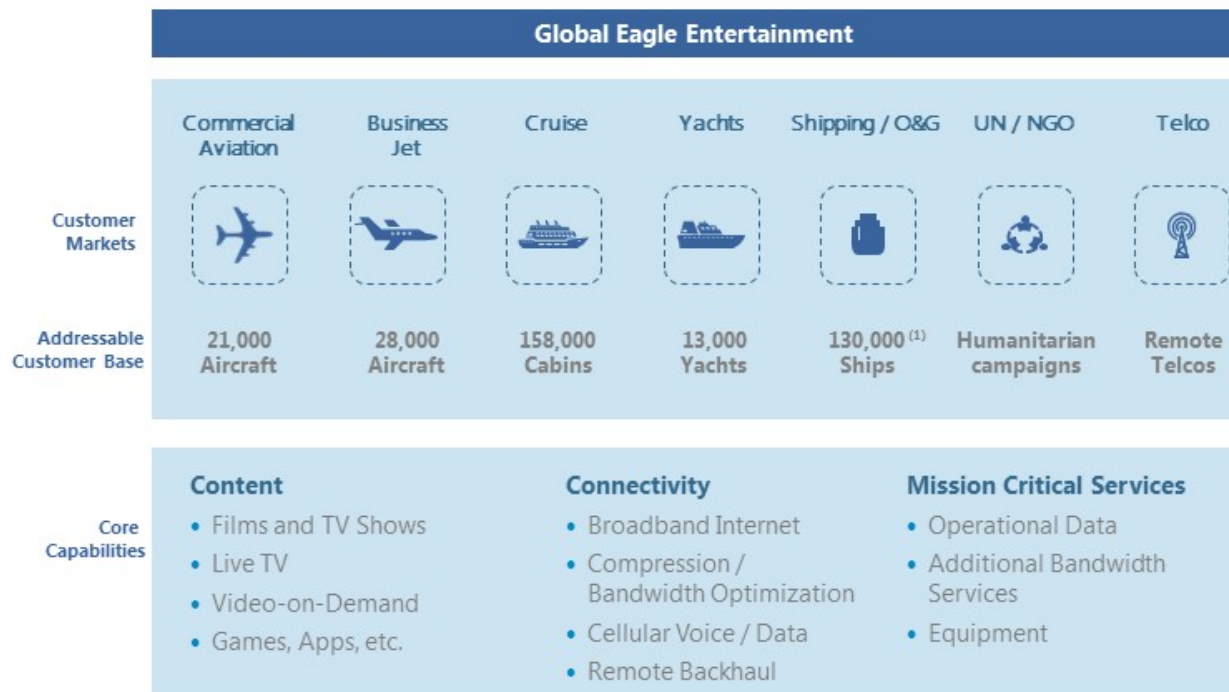
31  
teleports





# LARGE ADDRESSABLE MARKET

## Introduction



Source: Company presentations.

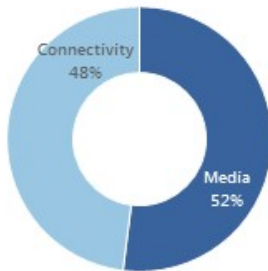
(1) Includes 121,000 commercial ships and 8,500 off-shore rigs.



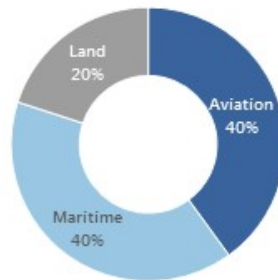
# DIVERSIFIED AND BALANCED REVENUE MIX

## Introduction

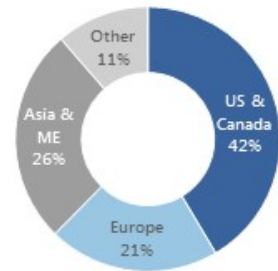
### Balanced Revenue Mix



### Diversified Connectivity Service



### Geographic Revenue Diversity



- Annual growth in the aviation & maritime markets:
  - Aviation connectivity market expected to grow at 20%
  - Content market expected to grow at 8-10%
  - Maritime market expected to grow at 10-15%
- Only one customer represents over 5% of expected 2016 revenue

## Introduction



# COST & REVENUE SYNERGIES IN EMC TRANSACTION

## Introduction

### Satellite Bandwidth Savings

- Purchasing power enables stronger contracts
- Savings from new and legacy contract renewals

### Teleport and Network Operations

- Consolidate capacity into EMC's teleports
- Reduce network POPs, NOCs, MPLS backbone

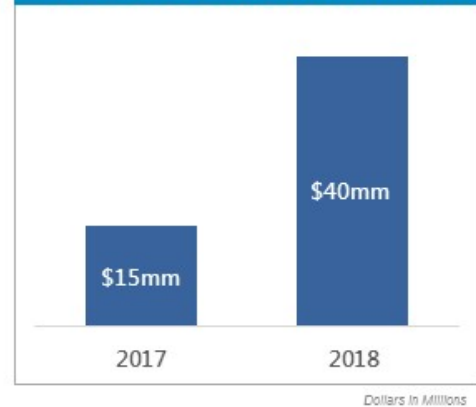
### SG&A

- Merge G&A and systems
- Streamline sales & marketing operations

### Revenue Synergies

- Consolidate and integrate services
- Cross-sell content and value-added services

### Expected Cost Synergy Realization



Dollars in Millions

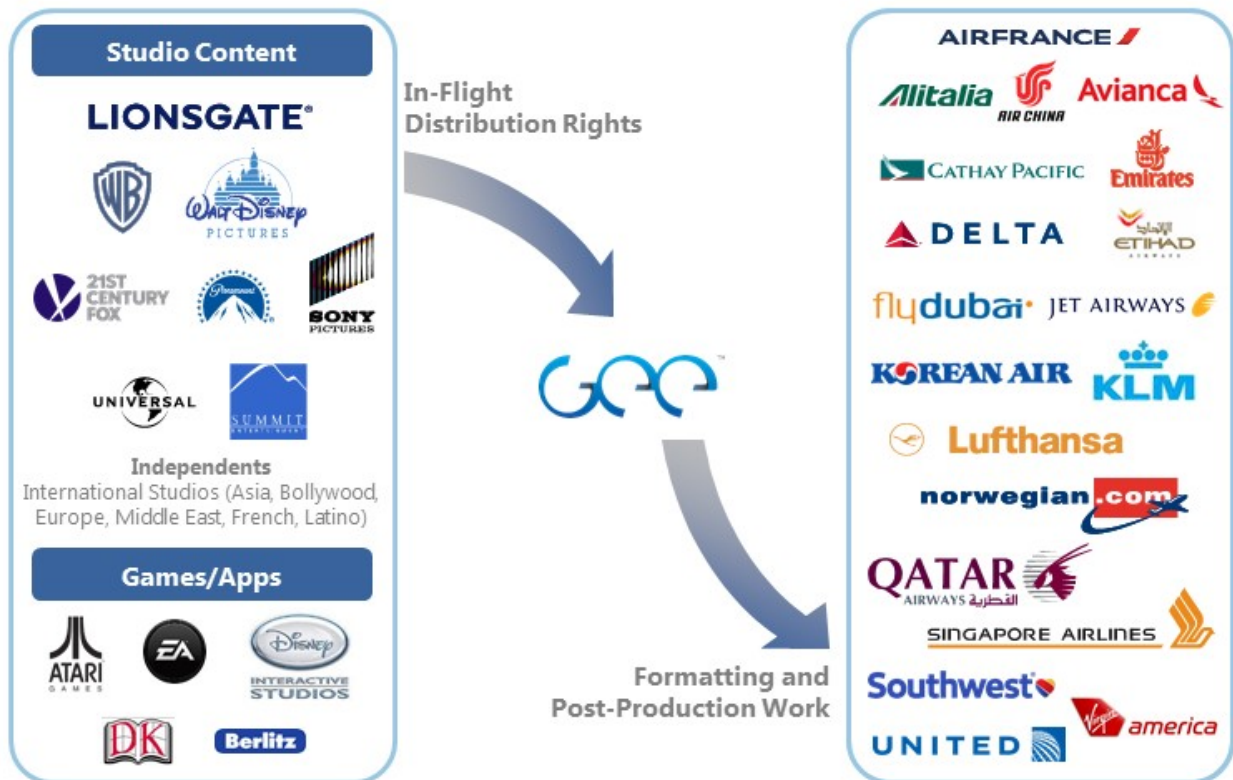


## **MEDIA & CONTENT**



# DEEP RELATIONSHIPS WITH STUDIOS AND AIRLINES

Media & Content





# TELEVISION & EVENT LICENSING CAPABILITIES

Media & Content

Tailored programming & common experience across Ku and Ka aircraft

## Network Programming



## Virtual Networks



## Special Events



Lagardère

### Virtually untapped advertising opportunities with highly captive audience

- Advertisers and sponsors are growing sources of revenue
  - Seat-back screens
  - Live television
  - User portal
  - Shopping / Retail
- Portal experience enables various types of advertising: digital ads, video ads and “virtual live channels”
- Targets digital, broadcast, and OOH advertising budgets
- Partnerships with Delta, American, flydubai, Etihad, Norwegian, and SWA et al.





# DIGITAL MEDIA PRODUCTS

## Media & Content

### Airtime IFE

Hardware and software solution for streaming content securely to passengers' devices. Enables airlines to deliver a feature rich unique experience to passengers.



### Airtime Content-to-Go

Mobile app downloaded to passengers' devices, enabling a personalized infotainment experience. Airlines can deploy IFE without any onboard hardware.



### Live Television

GEE licenses all content, acquires the signal, processes the media and delivers live television to each aircraft. GEE was the first to deliver IPTV to airlines.



### Entice

Features up to 10,000 hours of movie and TV content streamed to passengers' own devices, as well as music and games.





## **AVIATION CONNECTIVITY**



# WHERE ARE WE TODAY

Aviation Connectivity



**LARGEST SATELLITE BASED AIRLINE  
IFE&C SYSTEM IN THE WORLD**

 **airconnect**  
global ku

**41.8 MILLION**  
PORTAL USERS DURING 2015

  
**OVER 750**  
INSTALLED AIRCRAFT



**2015**

WiFi USERS: 26% YOY GROWTH  
TV VIEWERS: 64% YOY GROWTH

**BOEING** LINEFIT PROGRAM  
FOR **737** AND **787**



# TECHNOLOGY PARTNERS

Aviation Connectivity

GEE integrates the capabilities of the world's leading satellite providers



**Worldwide provider**  
of inflight connectivity,  
media content and  
operations solutions

- Serves ~200 airlines
- Provides full range of in-flight solutions with the most comprehensive product and services platform



**Global Partnership**  
between GEE and SES for  
global Ku satellite  
capacity

- Adding capacity while reducing bandwidth costs; strategic partner on Ku-HTS
- Provides worldwide, high-speed Ku-band coverage
- Ku High Throughput Satellites (HTS) launch in 2017
- Operates the world's largest satellite constellation



**Global Partnership**  
between GEE & Hughes  
Network Systems for  
Jupiter Ka program access

- 10 year history with GEE
- New modem to increase throughput speeds up to 250 Mbps
- Unconstrained Ka capacity from January 2017
- Network support and teleport services



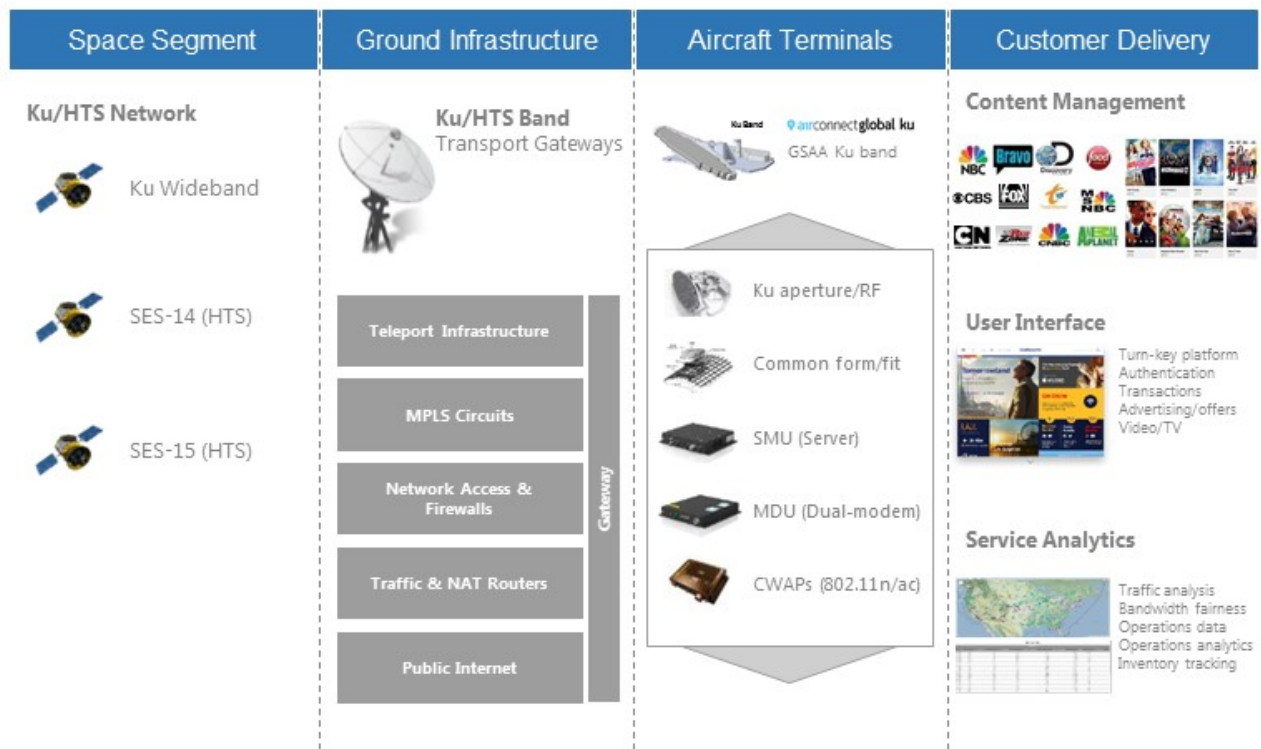
**Global Partnership**  
between GEE & QEST to  
broaden capability to the  
current Airconnect Global  
antenna platform

- New, steerable antenna to work in equatorial regions and extreme latitudes; lower fuel burn vs. competition
- Design compatible with current installation architecture
- First installations in late 2016



# GEE END-TO-END NETWORK MANAGEMENT

Aviation Connectivity

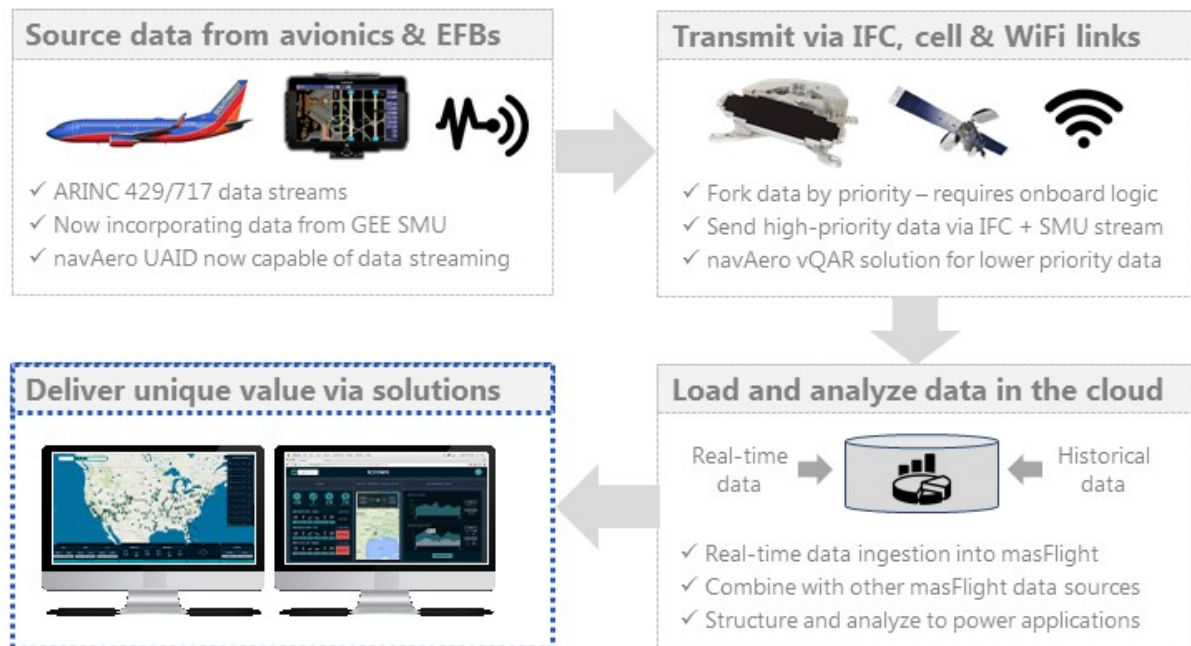




# CONNECTED AIRCRAFT

## Aviation Connectivity

Connected aircraft drives revenue for GEE masFlight and navAero



### Operations Analytics help airlines reduce operating costs



Alaska Airlines (27<sup>th</sup> largest airline)  
Est. \$100 million annual cost savings opportunity



Source: Alaska Group Operating Expenses (2014), From DOT Form 41, Annual Report.



## MARITIME & LAND CONNECTIVITY





# PRODUCTS FOCUS ON THREE MAIN AREAS

## Maritime & Land Connectivity

### Mission Critical Connectivity

- Customers purchase volumes of bandwidth to meet mission-critical communication needs
- Product offerings require on-site components, driving service level agreements

### Crew Welfare (entertainment, connection to family/friends)

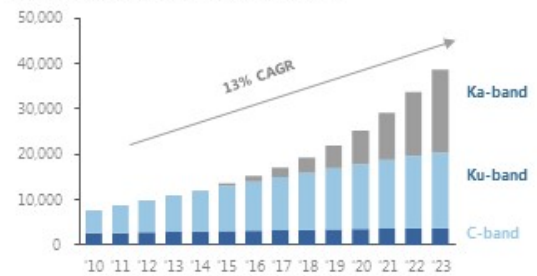
- Crew welfare bundles include products with defined usage limits and prices
- Offerings compatible with both GSM services and private devices
- Products include VoIP, internet and media content

### Passenger Entertainment & Content

- GEE's passenger entertainment offerings have some of the same components as crew welfare products
- Key growth areas include internet connection, SpeedNet, VOD, SVOD, live TV, and 3G

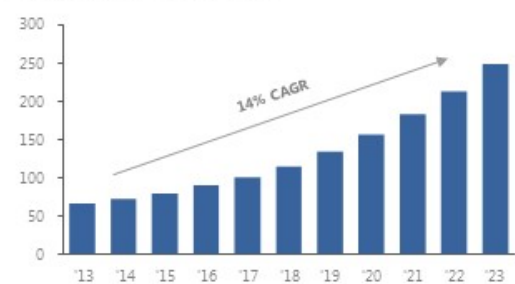
### Expected Maritime VSAT Growth<sup>(1)</sup>

Number of Active Terminals by Frequency Band



### Expected Global Energy VSAT Growth

Two-Way VSAT Networking Sites, 000s







Source: Mobile Satellite Communications © Euroconsult 2014, NSR.  
(1) Includes MENA and LatAm regions.



# TRIPLE PLAY CUSTOMER PORTAL

Maritime & Land Connectivity

## Triple Play Customer Portal

-  Live TV
-  Streaming Video on Demand
-  WiFi Calling
-  Broadband Internet
-  3G Services

## Full portfolio of services for live TV, SVOD, TVOD, 3G and WiFi Calling

- Access to linear TV, SVOD, TVOD, VoIP and 3G services
- Seamless end-user interface on any device, online or by using the app
  - Devices include phone, tablet, laptop, computer or kiosk
- Leverages proprietary software – successfully implemented today
- Bundled packages and direct billing
- Usage meters
- Access to support and educational marketing



# MULTI-MEDIA SOLUTIONS FOR CREW WELFARE

Maritime & Land Connectivity

## GEE Provides Multimedia Solutions for Crew Members, Offshore and Onshore



SVOD & TVOD	Live TV Special Events	Music	Games	Digital Books & Magazines	Telephony
					
<ul style="list-style-type: none"><li>Hollywood blockbusters and documentaries for the Cruise market as well as today's best television programs</li></ul>	<ul style="list-style-type: none"><li>Exclusive live one-off events are available for purchase or acquisition</li></ul>	<ul style="list-style-type: none"><li>Wide variety of music, available on any device</li></ul>	<ul style="list-style-type: none"><li>Games for all ages – educational, puzzles, entertainment</li></ul>	<ul style="list-style-type: none"><li>Best selling novels and current magazines for in multiple languages</li></ul>	<ul style="list-style-type: none"><li>Communications provider to remote, off-the-grid customers</li></ul>

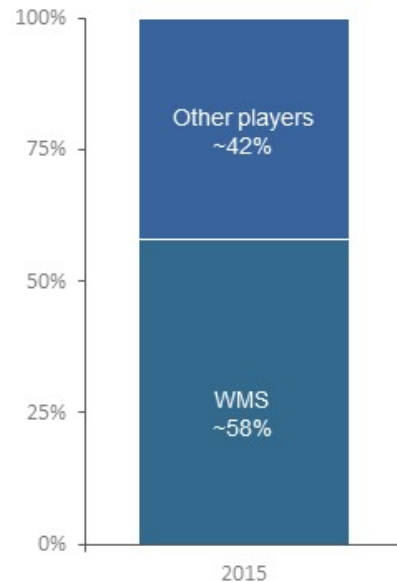
# WIRELESS MARITIME SERVICES (WMS) JV

Maritime & Land Connectivity

## WMS Overview

- Joint venture between GEE (49%) and AT&T (51%)
- Leader in global cellular roaming services to off-shore vessels
- ~58% market share in the cruise segment
- High penetration, 500+ roaming agreements in place
- Large barriers to entry given requirement for a global network and access to critical agreements with key carriers

Global cellular roaming services, estimated cruise segment market share



Source: GEE management and analysis





## **FINANCIALS**



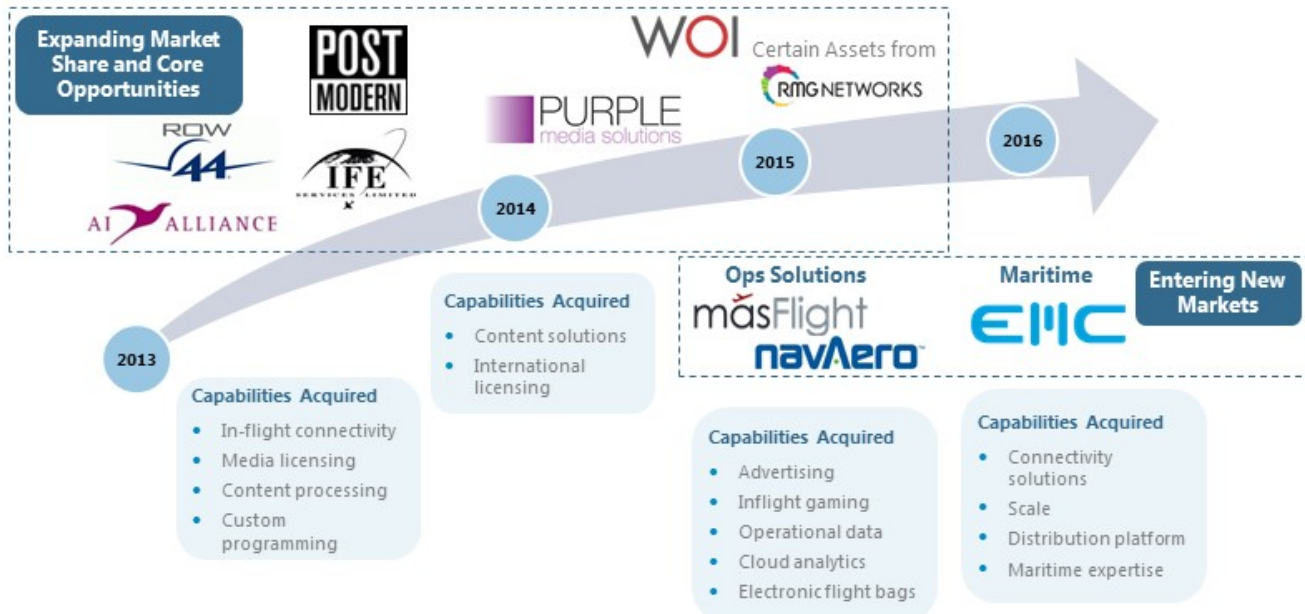


# ESTABLISHED HISTORY OF GROWTH VIA M&A

## Financials

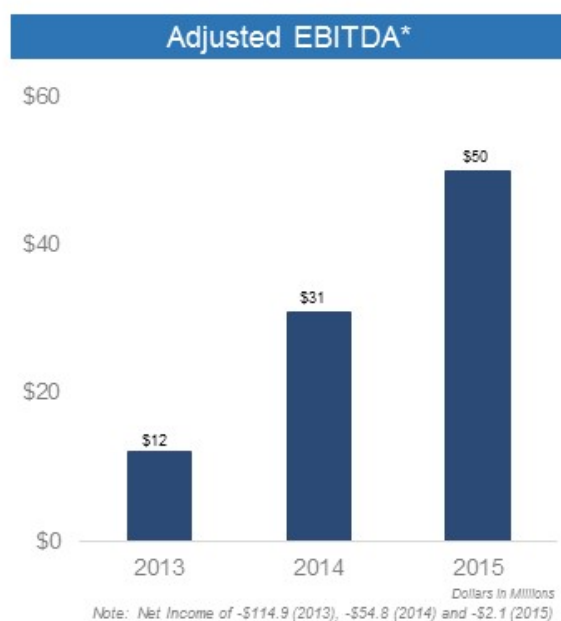
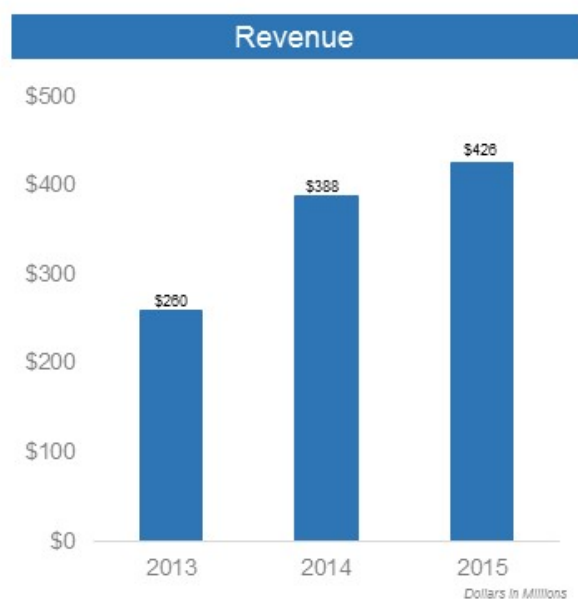
### Established track record of successful integration and synergy realization

- Completed 10 acquisitions including merger of Row 44 and AIA
- Successfully entered new market segments through M&A
- Deep management experience with global integrations



# REVENUE GROWTH AND EXPANDING MARGINS

## Financials



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



# DEFINITION OF ADJUSTED EBITDA

## Appendix A

To supplement our financials, which are prepared and presented in accordance with generally accepted accounting principles, or 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 from, or as a substitute for, or superior to, net income (loss) 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 flows or liquidity. For more information on this non-GAAP financial measure, please see the table entitled "Net Income to Adjusted EBITDA Reconciliation" at the end of this presentation.

Adjusted EBITDA is one of the primary measures 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 one of the primary measures used by the compensation committee of our board of directors to establish the funding targets for our 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 net income (loss) attributable to common stockholders before, when applicable, net income (loss) attributable to non-controlling interests, income tax expense (benefit), other (income) expense, depreciation and amortization, as further adjusted to eliminate the impact of, when applicable, stock-based compensation, acquisition and realignment costs, restructuring charges, foreign exchange 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) legal settlements or reserves for legal settlements in the period that pertain to matters existing at acquired companies, (e) changes in the fair value of our derivative financial instruments, (f) interest expense associated with our debt and (g) 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.





# NET INCOME TO ADJUSTED EBITDA RECONCILIATION

## Appendix B

	1Q13	2Q13	3Q13	4Q13	1Q14	2Q14	3Q14	4Q14	1Q15	2Q15	3Q15	4Q15
Net Income	(27.0)	(13.1)	(5.6)	(69.2)	(26.3)	12.0	(15.5)	(25.0)	(3.4)	13.0	(6.9)	(4.8)
NI Attributable to Non-Controlling Interests	-	0.1	0.2	-	0.2	-	-	-	-	-	-	-
Income Tax	-	0.6	1.2	-	1.3	0.8	1.5	4.6	(0.7)	1.3	0.2	0.7
Other Income (Expense)	4.8	5.0	(1.7)	60.1	15.9	(20.3)	7.1	11.2	0.1	(13.8)	3.2	2.1
Depreciation and Amortization	4.7	7.0	8.7	11.0	9.4	8.3	8.3	8.4	8.2	8.2	9.5	10.7
Stock-based Compensation	1.6	0.9	(0.6)	1.1	2.6	2.0	1.9	1.6	2.6	1.6	2.1	2.0
Acquisition and Realignment Costs	12.2	1.4	3.2	5.5	2.1	3.6	3.0	8.0	1.2	2.0	5.8	4.7
Restructuring Charges	-	-	-	-	-	-	2.6	1.6	0.3	-	0.1	0.1
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>	<b>\$5.1</b>	<b>\$6.5</b>	<b>\$8.8</b>	<b>\$10.4</b>	<b>\$8.2</b>	<b>\$12.2</b>	<b>\$14.1</b>	<b>\$15.5</b>

Dollars in Millions

Note: Numbers may not add due to rounding

