

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Graf James A		2. Issuer Name and Ticker or Trading Symbol Global Eagle Acquisition Corp. [EAGL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director X Officer (give title below) _____ 10% Owner ____ Other (specify below) CFO, VP, Treasurer & Secretary			
(Last) (First) (Middle) 10900 WILSHIRE BLVD., SUITE 1500		3. Date of Earliest Transaction (Month/Day/Year) 05/13/2011					
(Street) LOS ANGELES, CA 90024		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person			
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D) Price			
Common Stock, par value \$0.0001 per share					174,940 (1)	I	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Sponsor Warrants	\$ 11.50	05/13/2011		A	280,000	(3) (3)	Common Stock par value \$0.0001 per share 280,000	\$ 0.75	280,000	I	See Footnote (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graf James A 10900 WILSHIRE BLVD. SUITE 1500 LOS ANGELES, CA 90024			CFO, VP, Treasurer & Secretary	

Signatures

/s/ Harold Davidson, Attorney-in-Fact	05/16/2011
Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

23,048 of these shares are subject to forfeiture to the extent the underwriters' over allotment option, as described in the Issuer's registration statement on Form S-1 (File No.333-172267), is not exercised in full. In addition, a portion of the shares in an amount equal to .16% of the Issuer's issued and outstanding shares immediately after its initial public offering are subject to forfeiture on the third anniversary of the closing of the Issuer's initial business combination unless following the initial business combination the last sales price of the Issuer's common stock equals or exceeds \$13.00 per share for any 20 trading days within any 30-trading day period or if the Issuer consummates a subsequent liquidation, merger, stock exchange or other similar transaction that results in all of its stockholders having the right to exchange their common stock of the Issuer for cash, securities or other property in an amount which equals or exceeds \$13.00 per share.

(2) These shares represent 4% of the shares of the Issuer's common stock held by Global Eagle Acquisition LLC, the Issuer's sponsor.

The Sponsor Warrants are identical to the warrants included in the units that were sold by the Issuer in its initial public offering, except for those differences set forth in the Issuer's registration statement on Form S-1 (File No. 333-172267). In addition, the Sponsor Warrants generally are not transferable, assignable or salable until 30 days after the completion of the Issuer's initial business combination and will expire worthless if the Issuer does not complete an initial business combination within 21 months from the closing of the Issuer's initial public offering.

(3) These warrants represent 4% of the warrants to purchase common stock of the Issuer held by Global Eagle Acquisition LLC, the Issuer's sponsor.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.