

- * 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).
- 576,220 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 4% 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
- (1) 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.
- Under the terms of the limited liability company agreement of Global Eagle Acquisition LLC, the Issuer's Sponsor, Harry E. Sloan and Jeff Sagansky share voting and dispositive control
- (2) of the shares of the Issuer's common stock held by Global Eagle Acquisition LLC. Mr. Sloan and Mr. Sagansky disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- 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

(3) 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.

Under the terms of the limited liability company agreement of Global Eagle Acquisition LLC, the Issuer's sponsor, Harry E. Sloan and Jeff Sagansky share voting and dispositive control **(4)** of the warrants to purchase common stock of the Issuer held by Global Eagle Acquisition LLC. Mr. Sloan and Mr. Sagansky disclaim beneficial ownership of these warrants except to the extent of their pecuniary interest therein.

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.