
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): April 17, 2017

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)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition.

On April 18, 2017 at 2:00 p.m. Pacific Time / 5:00 p.m. Eastern Time, Global Eagle Entertainment Inc. (“we” or the “Company”) will host a previously-announced webcast to provide a business update. We will make the webcast accessible through the Investor Relations section of our website at <http://investors.geemedia.com/events.cfm>. We have furnished a copy of the presentation that we will reference on this webcast as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 2.02 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 (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**(d) *Appointment of Ronald Steger as Class III Director***

On April 17, 2017, our Board of Directors (the “Board”) appointed Ronald Steger to the Board to serve as a Class III director until his successor is duly elected or until his earlier death, resignation, retirement, disqualification or removal. Mr. Steger’s appointment was effective on that same date. As a Class III director, Mr. Steger’s initial term of service will expire at our annual stockholders’ meeting in 2017. Mr. Steger will also serve as a member of the Board’s Audit Committee.

Mr. Steger has served on the boards of directors of Overseas Shipholding Group, Inc. (NYSE: OSG) since August 2014 and International Seaways Inc. (NYSE: INSW) since November 2016, and currently serves on the Audit Committee, Corporate Governance & Risk Assessment Committee and Human Resources and Compensation Committee of those boards. Since September 2015, Mr. Steger has served as the Senior Technical Advisor to the Effectus Group, an accounting advisory firm based in Silicon Valley. He has also served on the Advisory Board of ATREG, Inc., a global advisory firm specializing in the semiconductor and related advanced technology verticals, since February 2014. Mr. Steger began his career with KPMG LLP in 1976 and was admitted into its partnership in 1986. He served as an SEC Reviewing Partner at KPMG LLP from 2003 to 2013, and retired from KPMG LLP in December 2013. Mr. Steger has a BS in Accounting from Villanova University.

There are no arrangements or understandings between Mr. Steger and any other person pursuant to which Mr. Steger was selected as a director of the Company. There are no transactions requiring disclosure under Item 404(a) of Regulation S-K in which Mr. Steger has an interest.

Mr. Steger will be compensated for his director service in accordance with the Company’s standard compensation program for non-employee directors, which we describe in greater detail in our definitive proxy statement on Schedule 14A for our 2016 Annual Meeting of Stockholders, which we filed with the U.S. Securities and Exchange Commission on April 29, 2016.

Item 7.01. Regulation FD Disclosure.

We incorporate by reference the information set forth under Item 2.02 of this Current Report on Form 8-K into this Item 7.01.

The information in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of 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 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, 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/ Paul Rainey

Name: Paul Rainey

Title: Chief Financial Officer

Dated: April 18, 2017

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation, dated April 18, 2017.

Business Update Call

April 18, 2017

Global Eagle™

Forward Looking Statements

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 remediate material weaknesses in our internal control over financial reporting, including in a timely manner and their effect on our ability to finalize our full-year and fourth quarter 2016 financial results and file our associated Annual Report on Form 10-K for 2016, our ability to negotiate and obtain a waiver for any defaults or potential events of default under our credit agreement and other debt documents, our ability to negotiate and consummate the Shareco and associated joint venture transactions on the contemplated terms and realize the benefits therefrom, our ability to achieve synergies from the EMC acquisition, our continued NASDAQ listing, our earnings, revenues, expenses, cash flow and liquidity, capital expenditures, aircraft connectivity installations or other future financial or business performance or strategies, or the impact of legal or regulatory matters on our business, results of operations or financial condition. 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 April 18, 2017), 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 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), 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 today.

New Personnel Changes

- Paul Rainey joined as Chief Financial Officer
 - Previously CFO at Harris CapRock, where he restructured finance team
 - Almost 20 years of experience in accounting and finance
- Ron Steger joined Board of Directors
 - Former Partner at KPMG
 - Joined Audit Committee
- Glenn Latta joined as COO, Connectivity
 - Formerly President of LiveTV, a division of Thales
- Per Norén joined as SVP – Aviation Solutions
 - Formerly Chief Customer Officer and Vice President, Digital Aviation, Customer Solutions at Boeing

Media & Content Highlights

- Renewed contracts with Air New Zealand and Kuwait Airways
 - Added multiple new contracts and customers
- EIM business had exclusive distribution rights to multiple Academy Award winners, including La La Land, Moonlight and Hacksaw Ridge
- Closed multiple deals with Fox
 - Three-year extension of Non-Theatrical and Maritime distribution deal
 - Exclusive distribution rights for all airlines based in mainland China
 - Distribution rights for Southwest Airlines
- Won Crystal Cabin Award for Airtime Portal



Aviation Connectivity Highlights

- Extended Southwest through 2025 and installations continuing into 2018
- Installing on first Hainan/HNA aircraft this month
 - Received first Chinese vSTC for B737 NG aircraft
- New Ku and Ka antennas expected certification in 3Q17
- Continuing growth with Operations Solutions products



Maritime and Land Connectivity Highlights

- Extended relationship with Norwegian Cruise Lines
 - Revenue share deal
 - Improved passenger experience
 - Enables NCL to drive new revenue
- Expanded deal with TUI
- Signed largest yacht in the world



Network Services

- Purchased and activated transponders on Eagle-1
 - Provides Ku- and C-band services to aviation and maritime customers
- Major technology upgrade for cruise customers
- Switched to Dish as provider of live television services on Southwest
 - Adding more live television channels, such as BBC for both aviation and maritime markets

Shareco Update

Proposed structure:

- JV will provide IFEC and passenger monetization services to HNA airlines
- Global Eagle will sell equipment, including antennas and engineering and product support directly to the JV
- JV will be exclusive provider of IFEC to HNA aircraft
- Fleet comprises over 320 aircraft today and is expected to grow to over 500 aircraft in the future



Finance and Accounting Update

- Expect full year 2016 revenue to be at or near the low end of our prior guidance range of \$530-538 million.
- Filing of 10K delayed
 - Material weaknesses have led to a more thorough audit process
 - No discovery of fraud or belief that we will discover any fraud
 - No expectation of a restatement of our financials
- Remedies
 - Putting strong finance team in place
 - Action plan created to improve systems and processes
- 10K timing
 - Expect 10K to be filed prior to June 30, 2017
 - Will delay filing of 10Q for 1Q17

Effects of 10K Filing Delay

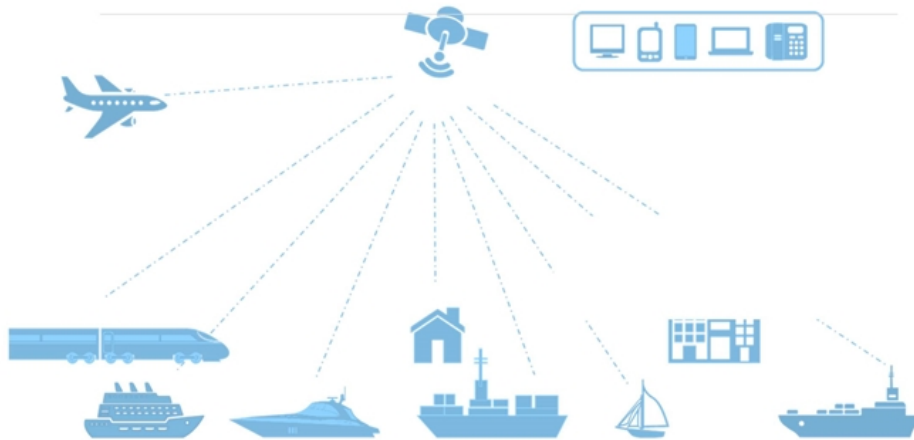
- NASDAQ remediation:
 - 60 days from receipt of NASDAQ notice to cure or file remediation plan
 - If plan accepted, total of 180 days to file 10K from 3/16/17
- Debt
 - Grace period for 10K filing covenant runs until April 30, 2017
 - Will approach lenders for waiver regarding reporting requirements

Selected Cash Flow metrics

- 4Q16 CapEx in-line with original forecast of ~\$15 MM
 - This excludes one-time CapEx of \$50 MM for the satellite transponder purchase
- Cash
 - Estimated cash position as of December 31, 2016: ~\$51 MM
 - Expect cash to be at or above \$50 MM at the end of 2017

Question and Answer Session

Global Eagle™



Further Questions

Kevin Trosian

SVP, Corporate Development & Investor Relations

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Revenue Guidance Disclaimer

The estimated full year 2016 revenue results are preliminary and unaudited. They are subject to the completion and finalization of fourth-quarter and year-end financial and accounting procedures, and reflect management's estimate based solely upon information available to management as of the date of this presentation. Further information learned during that completion and finalization may alter the final results. In addition, the preliminary estimate should not be viewed as a substitute for full year financial statements prepared in accordance with generally accepted accounting principles in the United States of America. Other than full-year 2016 revenue, we are not providing any other estimates of our financial performance (including, without limitation, Adjusted EBITDA) for the fourth quarter or full year 2016. Our actual results are subject to the completion of our financial closing procedures and the procedures and audit to be conducted by our auditors, and you should not place undue reliance upon our preliminary estimates.