
**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): **August 11, 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
(I.R.S. Employer Identification
Number)

6100 Center Drive, Suite 1020, Los Angeles, CA 90045
(Address, including zip code, of principal executive offices)

(310) 437-6000
(Registrant's telephone number, including area code)

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 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 11, 2017, Global Eagle Entertainment Inc. (the “Company” or “we”) received a notification from the Listing Qualifications Department of The NASDAQ Stock Market LLC (“NASDAQ”) stating that the Company is in continued non-compliance with NASDAQ Listing Rule 5250(c)(1) because it has not yet filed its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017 and remains delinquent in filing its Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017. The NASDAQ letter has no immediate effect on the listing of the Company’s common stock on The NASDAQ Capital Market.

The Company previously submitted to NASDAQ the Company’s plan to regain compliance with the NASDAQ Listing Rule. NASDAQ has accepted that plan and granted the Company until September 12, 2017 to regain compliance. After that date, the Company may appeal any delisting determination to a NASDAQ Hearings Panel before a delisting occurs.

Item 7.01 Regulation FD Disclosure.

On August 16, 2017, the Company issued a press release announcing its receipt of the foregoing NASDAQ letter. We have attached a copy of that press release as Exhibit 99.1 hereto.

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.

SIGNATURES

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 thereunto duly authorized.

GLOBAL EAGLE ENTERTAINMENT INC.

By: /s/ Paul Rainey

Name: Paul Rainey

Title: Chief Financial Officer

Date: August 16, 2017

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1	Press Release, dated August 16, 2017.
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Global Eagle Announces Receipt of NASDAQ Notification

LOS ANGELES, August 16, 2017 – On August 11, 2017, Global Eagle Entertainment Inc. (the “Company” or “we”) received a notification from the Listing Qualifications Department of The NASDAQ Stock Market LLC (“NASDAQ”) stating that the Company is in continued non-compliance with NASDAQ Listing Rule 5250(c)(1) because it has not yet filed its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017 and remains delinquent in filing its Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017. The NASDAQ letter has no immediate effect on the listing of the Company’s common stock on The NASDAQ Capital Market.

The Company previously submitted to NASDAQ the Company’s plan to regain compliance with the NASDAQ Listing Rule. NASDAQ has accepted that plan and granted the Company until September 12, 2017 to regain compliance. After that date, the Company may appeal any delisting determination to a NASDAQ Hearings Panel before a delisting occurs.

About Global Eagle Entertainment

Global Eagle Entertainment Inc. (NASDAQ: ENT) is a leading provider of satellite-based connectivity and media to fast-growing, global mobility markets across air, sea and land. Supported by proprietary and best-in-class technologies, Global Eagle offers a fully integrated suite of rich media content and seamless connectivity solutions that cover the globe. With approximately 1,500 employees and 50 offices on six continents, Global Eagle delivers exceptional service and rapid support to a diverse base of customers around the world. Find out more at: www.globaleagle.com.

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Cautionary Note Concerning Forward-Looking Statements

This release contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on information available to us as of the date of this release and on our current expectations, forecasts and assumptions, and involve substantial risks and uncertainties. Actual results may vary materially from those expressed or implied by the forward looking statements herein due to a variety of factors, including: our ability to address material weaknesses in our internal control over financial reporting in a timely manner and their effect on our ability to finalize our full-year and quarterly financial results and file our related Annual Report on Form 10-K, Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017 and Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017 within the projected timeframes; our ability to maintain listing of our securities on NASDAQ and to comply with all other applicable listing rules; and other risks and uncertainties set forth in our most recent Annual Report on Form 10-K and subsequently filed Quarterly Reports on Form 10-Q.

Forward-looking statements speak only as of the date the statements are made. You should not put undue reliance on any forward-looking statements. We assume no obligation to update forward-looking statements except to the extent required by applicable securities laws. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.