

# FORM 3

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

OMB APPROVAL	
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## INITIAL STATEMENT OF 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)

<b>1. Name and Address of Reporting Person *</b> Zinterhofer Eric Louis (Last) (First) (Middle) 6100 CENTER DRIVE, SUITE 1020 (Street) LOS ANGELES, CA 90045 (City) (State) (Zip)	<b>2. Date of Event Requiring Statement</b> (Month/Day/Year) 03/27/2018	<b>3. Issuer Name and Ticker or Trading Symbol</b> Global Eagle Entertainment Inc. [ENT]	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See explanation of responses	<b>5. If Amendment, Date Original Filed</b> (Month/Day/Year)
		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

**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.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Market Warrants (1)	(2)(3)	03/27/2028	Common Stock (1)	13,000,000	\$ 1.57	I	See Below (4)
Penny Warrants (1)	(5)(6)	03/27/2028	Common Stock (1)	18,065,775	\$ 0.01	I	See Below (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zinterhofer Eric Louis 6100 CENTER DRIVE SUITE 1020 LOS ANGELES, CA 90045	X			See explanation of responses

## Signatures

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

On March 27, 2018, Global Eagle Entertainment Inc. (the "Company") sold to Searchlight II TBO-W, L.P., an affiliated investment vehicle of Searchlight Capital Partners II GP, L.P., warrants to acquire an aggregate of 18,065,775 shares of the Company's common (1) stock, par value \$0.0001 per share (the "Common Stock"), at an exercise price of \$0.01 per share (the "Penny Warrants"), and warrants to acquire an aggregate of 13,000,000 shares of Common Stock at an exercise price of \$1.57 per share (the "Market Warrants" and, together with the Penny Warrants, the "Warrants").

The Market Warrants will vest and become exercisable on January 1, 2021 (the "MW Vesting Date"), if the 45-day volume-weighted average price of the Common Stock is at or above \$2.40 at any time following March 27, 2018. The Market Warrants are exercisable at any time and from time to time after the MW Vesting Date until on or prior to the close of business on March 27, 2028. The holders of the Market Warrants cannot exercise the Market Warrants if and to the extent, as a result of such exercise, either (i) such holder's (2) (together with its affiliates) aggregate voting power on any matter that could be voted on by holders of the Common Stock would exceed 19.9% of the maximum voting power outstanding or (ii) such holder (together with its affiliates) would beneficially own more than 19.9% of the then outstanding Common Stock, subject to customary exceptions in connection with public sales or the consummation of a specified liquidity event described in the Market Warrants.(cont'd in FN 3)

(3) (cont'd from FN 2) Notwithstanding the foregoing, the Market Warrants automatically will vest upon the occurrence of certain change of control events or certain liquidity events.

The Warrants are directly held by Searchlight II TBO-W, L.P. The reporting person is a limited partner of Searchlight Capital Partners II GP, L.P. and may be deemed to have a pecuniary interest in the subject securities. The reporting person does not alone have (4) dispositive or voting power with respect to the subject securities and hereby disclaims beneficial ownership of such securities, except to the extent of any indirect pecuniary interest therein, and this Form 3 shall not be deemed an admission that such person is the beneficial owner of such subject securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The Penny Warrants will vest and become exercisable on January 1, 2021 (the "PW Vesting Date"), if the 45-day volume-weighted average price of the Common Stock is at or above \$4.00 at any time following March 27, 2018. The Penny Warrants are exercisable at any time and from time to time after the PW Vesting Date until on or prior to the close of business on March 27, 2028. The holders of (5) the Penny Warrants cannot exercise the Penny Warrants if and to the extent, as a result of such exercise, either (i) such holder's (together with its affiliates) aggregate voting power on any matter that could be voted on by holders of the Common Stock would exceed 19.9% of the maximum voting power outstanding or (ii) such holder (together with its affiliates) would beneficially own more than 19.9% of the then outstanding Common Stock, subject to customary exceptions in connection with public sales or the consummation of a specified liquidity event described in the Penny Warrants.(cont'd in FN 6)

(6) (cont'd from FN 5) Notwithstanding the foregoing, the Penny Warrants automatically will vest upon the occurrence of certain change of control events or certain liquidity events.

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.

LIMITED POWER OF ATTORNEY  
FOR SECTION 16 REPORTING OBLIGATIONS

The undersigned constitutes and appoints Stephen Ballas, Stephen Chu, Colleen Brooks, Joel Rubinstein, Elliott Smith, Daniel Nussen and Lola Olawole-Anjorin, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

1. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and

2. sign any and all SEC statements of beneficial ownership of securities of Global Eagle Entertainment Inc. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this limited power of attorney shall be filed with the SEC. This limited power of attorney replaces any and all previous powers of attorney filed with the SEC. This limited power of attorney shall remain in full force and effect until it is revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, or if it is superseded by a new limited power of attorney regarding the purposes outlined herein.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: March 27, 2018

/s/ Eric Zinterhofer  
Eric Zinterhofer