

# GLOBAL EAGLE ENTERTAINMENT INC.

Reported by  
**STEGER RONALD**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/26/17 for the Period Ending 12/21/17

Address	6100 CENTER DRIVE SUITE 1020 LOS ANGELES, CA, 90045
Telephone	310-437-6000
CIK	0001512077
Symbol	ENT
SIC Code	4899 - Communications Services, Not Elsewhere Classified
Industry	Broadcasting
Sector	Consumer Cyclical
Fiscal Year	12/31

# FORM 4

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

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[ ] 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Steger Ronald</b>			<b>Global Eagle Entertainment Inc. [ ENT ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>6100 CENTER DRIVE, SUITE 1020</b>			<b>12/21/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>LOS ANGELES, CA 90045</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 (1)	12/21/2017		A		3227	A	\$0.00	3227	D	
Common Stock (2)	12/21/2017		A		31152	A	\$0.00	34379	D	

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (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				
Stock Option Right to Buy (3)	\$3.21	12/21/2017		A		7395	12/21/2017	12/21/2024	Common Stock	7395	\$0.00	7395	D	

**Explanation of Responses:**

- These shares (which were granted as restricted stock units) were backlog "stub" grants for director service from April 17, 2017 (the date the Reporting Person Joined our Board of Directors) through the 2017 annual stockholders' meeting, and became fully vested on December 21, 2017 (the date of the Issuer's 2017 annual stockholders' meeting).
- These shares were granted as restricted stock units, and will vest in full on the earlier of (i) June 26, 2018 and (ii) the date of the Issuer's 2018 annual stockholders' meeting, subject to continuous service through the vesting date.
- These stock options were backlog "stub" grants for director service from April 17, 2017 (the date the Reporting Person joined our Board of Directors) through the 2017 annual stockholders' meeting, and were fully vested on December 21, 2017 (the date of the Issuer's 2017 annual stockholders' meeting).

**Remarks:**

The grants in this Form 4 are "backlog grants" promised to the Reporting Person earlier in 2017, the issuance of which was subject to stockholder approval of our new 2017 Omnibus Long-Term Incentive Plan. Our stockholders approved the new Plan on December 21, 2017. We described this grant in our Schedule 14A filed with the U.S. Securities and Exchange Commission on November 28, 2017.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Steger Ronald</b> <b>6100 CENTER DRIVE</b> <b>SUITE 1020</b> <b>LOS ANGELES, CA 90045</b>	X			

**Signatures**

/s/ Colleen Brooks, Attorney-in-Fact

—Signature of Reporting Person

12/26/2017

Date

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

\* 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).

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

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