

GLOBAL EAGLE ENTERTAINMENT INC.

Reported by
SLOAN HARRY

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 |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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) | |
| SLOAN HARRY | | Global Eagle Entertainment Inc. [ENT] | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| 6100 CENTER DRIVE, SUITE 1020 | | 12/21/2017 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| LOS ANGELES, CA 90045 | | | | <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 | | 7788 | A | \$0.00 | 116877 | D | |
| Common Stock (2) | 12/21/2017 | | A | | 31152 | A | \$0.00 | 148029 | 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 | | 17848 | 12/21/2017 | 12/21/2024 | Common Stock | 17848 | \$0.00 | 17848 | D | |

Explanation of Responses:

- These shares (which were granted as restricted stock units) were backlog "stub" grants for director service from January 1, 2017 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 January 1, 2017 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.

Exhibit 24.1 - Power of Attorney

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SLOAN HARRY 6100 CENTER DRIVE SUITE 1020 LOS ANGELES, CA 90045 | X | | | |

Signatures

/s/ Colleen Brooks, Attorney-in-Fact

12/26/2017

**Signature of Reporting Person

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.

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.

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: September 19, 2016

/s/ Harry E. Sloan
Harry E. Sloan