

# GLOBAL EAGLE ENTERTAINMENT INC.

Reported by  
**SC II PV TBO, L.P.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/30/18 for the Period Ending 05/25/18

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	Wireless Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
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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

<b>1. Name and Address of Reporting Person *</b>  <b>Searchlight II TBO-W, L.P.</b>  (Last) (First) (Middle)  <b>C/O SEARCHLIGHT CAPITAL PARTNERS, L.P., 745 FIFTH AVENUE, 27TH FLOOR</b>  (Street)  <b>NEW YORK, NY 10151</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Global Eagle Entertainment Inc. [ ENT ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input checked="" type="checkbox"/> Other (specify below)</span> <b>Director by Deputization</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/25/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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, par value \$0.0001 per share	5/25/2018		P		173641	A	\$1.9676 (1)	1941707	D (2)(3)	

Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)															
1. Title of Derivate 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	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) The price reported in Column 4 is a weighted average price. The shares purchased on May 25, 2018 were purchased in multiple transactions at prices ranging from \$1.93 to \$1.98, inclusive. The Reporting Persons undertake to provide to the staff of the Securities and Exchange Commission, to any security holder of Global Eagle Entertainment Inc., or to Global Eagle Entertainment Inc., upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.
- (2) The securities are owned by Searchlight II TBO-W, L.P. (the "Fund"). Searchlight II TBO GP, LLC ("Searchlight II TBO GP") is the general partner of the Fund. SC II PV TBO, L.P. ("SC II PV TBO"), Searchlight Capital II (FC) AIV, L.P. ("Searchlight Capital II (FC) AIV") and SC II TBO, L.P. ("SC II TBO") are the members of Searchlight II TBO GP. Searchlight Capital Partners II GP, L.P. ("Searchlight Capital Partners II GP LP") is the general partner of SC II PV TBO, Searchlight Capital II (FC) AIV and SC II TBO. Searchlight Capital Partners II GP, LLC ("Searchlight Capital Partners II GP") is the general partner of Searchlight Capital Partners II GP LP. By reason of the provisions of Rule 16a-1, each of the Reporting Persons herein may be deemed to be the beneficial owners of the securities beneficially owned by the Fund.
- (3) Each of the Reporting Persons, other than the Fund, hereby disclaims beneficial ownership of all securities, except to the extent of any indirect pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Remarks:**

The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such Reporting Person. This report shall not be deemed an admission that such Reporting Person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person. Mr. Zinterhofer, a manager of Searchlight Capital Partners II GP, serves on the board of directors of the Issuer. As a result, the other Reporting Persons herein may be deemed directors by deputization.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Searchlight II TBO-W, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151		X		Director by Deputization
Searchlight II TBO GP, LLC C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151		X		
SC II PV TBO, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151		X		
Searchlight Capital II (FC) AIV, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151		X		
SC II TBO, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151		X		
Searchlight Capital Partners II GP, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151		X		
Searchlight Capital Partners II GP, LLC C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151		X		

**Signatures**

Searchlight II TBO-W, L.P., By: Searchlight II TBO GP, LLC, Its: general partner, By: /s/ Eric Zinterhofer, Authorized Person 5/30/2018

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--Signature of Reporting Person Date

Searchlight II TBO GP, LLC, By: /s/ Eric Zinterhofer, Authorized Person 5/30/2018

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--Signature of Reporting Person Date

SC II PV TBO, L.P., By: Searchlight Capital Partners II GP, L.P., Its: general partner, By: /s/ Eric Zinterhofer, Authorized Person 5/30/2018

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--Signature of Reporting Person Date

Searchlight Capital II (FC) AIV, L.P., By: Searchlight Capital Partners II GP, L.P., Its: general partner, By: /s/ Eric Zinterhofer, Authorized Person 5/30/2018

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--Signature of Reporting Person Date

SC II TBO, L.P., By: Searchlight Capital Partners II GP, L.P., Its: general partner, By: /s/ Eric Zinterhofer, Authorized Person 5/30/2018

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--Signature of Reporting Person Date

Searchlight Capital Partners II GP, L.P., By: Searchlight Capital Partners II GP, LLC, Its: general partner, By: /s/ Eric Zinterhofer, Authorized Person 5/30/2018

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--Signature of Reporting Person Date

Searchlight Capital Partners II GP, LLC, By: /s/ Eric Zinterhofer, Authorized Person 5/30/2018

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--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.

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