

Global Eagle Entertainment Inc.
Form 4
May 01, 2015

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zemetra Michael Leonard

2. Issuer Name and Ticker or Trading Symbol
Global Eagle Entertainment Inc.
[ENT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO and Treasurer

C/O GLOBAL EAGLE ENTERTAINMENT INC., 4553 GLENCOE AVENUE
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

LOS ANGELES, CA 90292

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 01/20/2015 | | M | | 126 | A | \$ 9.87 126 | D |
| Common Stock | 01/20/2015 | | S | | 100 | D | \$ 15 26 | D |
| Common Stock | 01/21/2015 | | M | | 87,999 | A | \$ 9.87 88,025 | D |
| Common Stock | 01/21/2015 | | S | | 69,973 | D | \$ 15 18,052 | D |
| | 01/30/2015 | | M | | 4,896 | A | \$ 9.87 22,948 | D |

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Common
Stock

| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Common Stock | 01/30/2015 | S | 4,017 | D | \$ 15.42 | 18,931 | D |
| Common Stock <u>(1)</u> | 03/16/2015 | A | 5,527 | A | \$ 0 | 24,458 | D |
| Common Stock <u>(2)</u> | 03/16/2015 | A | 4,942 | A | \$ 0 | 29,400 | D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Option (right to buy) | \$ 9.87 | 01/20/2015 | | M | | (3) | 06/17/2018 | Common Stock | 126 |
| Option (right to buy) | \$ 9.87 | 01/21/2015 | | M | | (3) | 06/17/2018 | Common Stock | 87,999 |
| Option (right to buy) | \$ 9.87 | 01/30/2015 | | M | | (3) | 06/17/2018 | Common Stock | 4,896 |
| Option (right to buy) | \$ 13.15 | 03/16/2015 | | A | | (4) | 03/16/2020 | Common Stock | 15,800 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
CFO and Treasurer

Zemetra Michael Leonard
C/O GLOBAL EAGLE ENTERTAINMENT INC.
4553 GLENCOE AVENUE
LOS ANGELES, CA 90292

Signatures

/s/ Joel Rubinstein,
Attorney-in-Fact

05/01/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Pursuant to Restricted Stock Units that are expected to vest in four equal annual installments, beginning on March 16, 2016.
- (2) Pursuant to Restricted Stock Units that are expected to vest, subject to the reporting person's continued employment with Global Eagle Entertainment Inc., on September 17, 2015.
- (3) The original option was for 275,000 shares, of which 68,500 underlying shares vested on June 17, 2014 and the remaining underlying shares are expected to vest monthly on a pro rata basis during the following three years until fully vested.
- (4) The stock options are expected to vest in four equal annual installments beginning on March 16, 2016.

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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