

EPSTEIN JEFFREY E  
Form 4  
December 26, 2017

**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 \*  
EPSTEIN JEFFREY E

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)  
6100 CENTER DRIVE, SUITE 1020  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/21/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

LOS ANGELES, CA 90045

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock <sup>(1)</sup>     | 12/21/2017                           |  | A                              |   | 7,788   | A  | \$ 0                              |
| Common Stock <sup>(2)</sup>     | 12/21/2017                           |  | A                              |   | 31,152  | A  | \$ 0                              |

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

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(9-02)

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**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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option Right to Buy <sup>(3)</sup>   | \$ 3.21  | 12/21/2017                           |  | A                              | 17,848  | 12/21/2017 12/21/2024                                    | Common Stock 17,848   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| EPSTEIN JEFFREY E<br>6100 CENTER DRIVE<br>SUITE 1020<br>LOS ANGELES, CA 90045 | X             |           |         |       |

## Signatures

/s/ Colleen Brooks,  
Attorney-in-Fact  
12/26/2017

\*\*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) 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).
- (2) 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.
- (3) 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

Exhibit 24.1 - Power of Attorney

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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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