

Global Eagle Entertainment Inc.  
Form SC 13G/A  
February 14, 2013

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 2)\*

Global Eagle  
Entertainment  
Inc. (f/k/a  
Global Eagle  
Acquisition  
Corp.)  
(Name of  
Issuer)

Common Stock,  
\$0.0001 par  
value  
(Title of Class  
of Securities)

37951D102  
(CUSIP  
Number)

December 31,  
2012  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is  
filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 6  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

|   |  |
|---|--|
| 1 | NAME OF REPORTING PERSON   |
| 2 | Interfund Equity USA<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP       |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                                    |
| 4 | Luxembourg   |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE VOTING POWER |
|   | 1,194,674 shares of Common Stock   |
| 6 | 1,240,281 shares of Common Stock issuable upon exercise of warrants                  |
| 7 | (see Item 4) SOLE DISPOSITIVE POWER  |
| 8 | SHARED DISPOSITIVE   |

POWER

1,194,674  
shares of  
Common Stock

1,240,281  
shares of  
Common Stock  
issuable upon  
exercise of  
warrants

(see Item 4)

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

|    |   |
|----|---|
| 9  | 1,194,674 shares of<br>Common Stock   |
|    | 1,240,281 shares of<br>Common Stock<br>issuable upon exercise<br>of warrants (see Item<br>4)                        |
| 10 | CHECK BOX<br>IF THE<br>AGGREGATE<br>AMOUNT IN ..<br>ROW (9)<br>EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF<br>CLASS |
| 11 | REPRESENTED BY<br>AMOUNT IN ROW<br>(9)  |
| 12 | 6.6% (see Item 4)<br>TYPE OF<br>REPORTING<br>PERSON   |

OO



|   |   |
|---|---|
| 1 | NAME OF REPORTING PERSON  |
| 2 | GLG Partners LP<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP                                   |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION   |
| 4 | United Kingdom  |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE VOTING POWER                        |
| 6 | 2,040,737 shares of Common Stock<br><br>2,094,600 shares of Common Stock issuable upon exercise of warrants |
| 7 | (see Item 4)*<br>SOLE DISPOSITIVE POWER   |
| 8 | SHARED DISPOSITIVE  |

POWER

2,040,737  
shares of  
Common Stock

2,094,600  
shares of  
Common Stock  
issuable upon  
exercise of  
warrants

(see Item 4)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

|    |   |
|----|---|
| 9  | 2,040,737 shares of<br>Common Stock   |
| 10 | 2,094,600 shares of<br>Common Stock<br>issuable upon exercise<br>of warrants (see Item<br>4)*   |
| 11 | CHECK BOX<br>IF THE<br>AGGREGATE<br>AMOUNT IN ..<br>ROW (9)<br>EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF<br>CLASS<br>REPRESENTED BY<br>AMOUNT IN ROW<br>(9) |
| 12 | 9.8% (see Item 4)*<br>TYPE OF<br>REPORTING<br>PERSON  |

PN

\* As more fully described in Item 4, the warrants are subject to a 9.8% blocker and the percentage set forth in Row (11) gives effect to such blocker. However, Rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of the warrants and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of shares of Common Stock reported in Rows (6), (8) and (9).



|   |  |
|---|--|
| 1 | NAME OF<br>REPORTING<br>PERSON   |
| 2 | GLG Partners Limited<br>CHECK<br>THE<br>APPROPRIATE<br>BOX IF A<br>MEMBER (b) "      |
| 3 | OF A<br>GROUP<br>SEC USE ONLY<br>CITIZENSHIP OR<br>PLACE OF<br>ORGANIZATION          |
| 4 | United Kingdom   |
| 5 | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: |
|   | SOLE<br>VOTING<br>POWER  |
|   | 2,040,737<br>shares of<br>Common Stock   |
| 6 | 2,094,600<br>shares of<br>Common Stock<br>issuable upon<br>exercise of<br>warrants   |
| 7 | (see Item 4)*<br>SOLE<br>DISPOSITIVE<br>POWER  |
| 8 | SHARED<br>DISPOSITIVE<br>POWER   |

|    |   |
|----|---|
|    | 2,040,737<br>shares of<br>Common Stock  |
|    | 2,094,600<br>shares of<br>Common Stock<br>issuable upon<br>exercise of<br>warrants  |
|    | (see Item 4)*   |
|    | AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON   |
| 9  | 2,040,737 shares of<br>Common Stock   |
|    | 2,094,600 shares of<br>Common Stock<br>issuable upon exercise<br>of warrants (see Item<br>4)*   |
| 10 | CHECK BOX<br>IF THE<br>AGGREGATE<br>AMOUNT IN ..<br>ROW (9)<br>EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF<br>CLASS<br>REPRESENTED BY |
| 11 | AMOUNT IN ROW<br>(9)  |
| 12 | 9.8% (see Item 4)*<br>TYPE OF<br>REPORTING<br>PERSON  |
|    | IA, HC  |

\* As more fully described in Item 4, the warrants are subject to a 9.8% blocker and the percentage set forth in Row (11) gives effect to such blocker. However, Rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of the warrants and do not give effect to such blocker. Therefore, the actual

number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of shares of Common Stock reported in Rows (6), (8) and (9).

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This Amendment No. 2 (this "Amendment") amends the statement on Schedule 13G filed on May 23, 2011 (the "Original Schedule 13G"), as amended by Amendment No. 1 filed on February 13, 2012 (the Original Schedule 13G as amended, the "Schedule 13G"), with respect to shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Global Eagle Entertainment Inc. (f/k/a Global Eagle Acquisition Corp.), a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Item 4 in its entirety as set forth below.

#### Item 4. OWNERSHIP

The information required by Items 4(a) – (c), as of the date hereof, is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each

such Reporting Person. Based upon the Company's Current Report on Form 8-K, filed on February 4, 2013, as of January 31, 2013, there were 35,724,655 shares of Common Stock outstanding. In calculating the percentage of shares of Common Stock held by the Reporting Persons, we assumed the exercise of the reported warrants, subject to the 9.8% beneficial ownership blocker described below.

As set forth in the terms of the reported warrants, the number of shares of Common Stock into which such warrants are exercisable is limited to the number of shares of Common Stock that would result in the Reporting Persons having aggregate beneficial ownership of not more than 9.8% of the shares of Common Stock. However, Rows (6), (8) and (9) of the cover page for each Reporting Person hereto show the number of shares of Common Stock that would be issuable upon full exercise of the warrants and do not give effect to such

blocker. Therefore, the actual number of shares of Common Stock beneficially owned by the Investment Manager and the General Partner, after giving effect to such blocker, is less than the number of shares of Common Stock reported in Rows (6), (8) and (9).

The Investment Manager, which serves as the investment manager to each of the GLG Funds, may be deemed to be the beneficial owner of all shares of Common Stock owned by the GLG Funds. The Investment Manager exercises its investment authority directly or indirectly through various entities, including, without limitation, GLG Inc. The General Partner, as general partner to the Investment Manager, may be deemed to be the beneficial owner of all shares of Common Stock owned by the GLG Funds. Each of the Investment Manager, the General Partner and GLG Inc. hereby disclaims any beneficial ownership of any such shares of Common Stock, except for their

pecuniary interest  
therein.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2013

INTERFUND EQUITY USA

By: GLG Partners LP, its Investment Manager

GLG PARTNERS LP

Individually and in its capacity as Investment Manager of

INTERFUND EQUITY USA

By: /s/ Victoria Parry

Name: Victoria Parry

Title: Head of Product Legal

GLG PARTNERS LIMITED

Individually and in its capacity as General Partner of GLG Partners LP

By: /s/ Emmanuel Roman

Name: Emmanuel Roman

Title: CEO