

Global Eagle Entertainment Inc.
Form 4
June 19, 2014

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 *
SHAPIRO EDWARD

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)
06/17/2014

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

C/O PAR INVESTMENT PARTNERS, L.P., ONE INTERNATIONAL PLACE, SUITE 2401

(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

BOSTON, MA 02110

(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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.0001 per share	06/17/2014		C		19,118,233	A	(1)
					28,492,985	I	

See Footnotes (1) (2)

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

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SEC 1474 (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)	Amount of Underlying Securities
Non-Voting Common Stock, par value \$0.0001 per share	<u>(1)</u>	06/17/2014		C	19,118,233	<u>(1)</u> <u>(1)</u>	Common Stock	19,118,233

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHAPIRO EDWARD
C/O PAR INVESTMENT PARTNERS, L.P.
ONE INTERNATIONAL PLACE, SUITE 2401
BOSTON, MA 02110

X

Signatures

/s/ Edward L. Shapiro

06/19/2014

**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) The shares of Non-Voting Common Stock (the "Non-Voting Shares") were issued to PAR Investment Partners, L.P. ("PAR") pursuant to that certain Agreement and Plan of Merger and Reorganization, dated as of November 8, 2012, by and among the Issuer, EAGL Merger Sub Corp., Row 44, Inc. and PAR. At PAR's election, on June 17, 2014 the Non-Voting Shares were converted pursuant to the terms thereof into shares of the Issuer's Common Stock on a share-for-share basis. Other than in respect of voting rights, the Non-Voting Shares are otherwise identical to shares of the Issuer's Common Stock. PAR Capital Management, Inc. ("PCM"), as the general partner of PAR Group, L.P. ("PAR Group"), which is the general partner of PAR, has investment discretion and voting control over shares held by PAR.

(2) The reporting person is a portfolio manager employed by PCM who serves as the representative of PAR on the Issuer's board of directors. The reporting person disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest, if any, therein by virtue of his equity ownership in PCM and PAR Group.

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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