

Searchlight Capital Partners II GP, LLC
 Form 4
 May 25, 2018

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 *
 Searchlight II TBO-W, L.P.

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)
 05/23/2018

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

C/O SEARCHLIGHT CAPITAL PARTNERS, L.P., 745 FIFTH AVENUE, 27TH FLOOR

(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

NEW YORK, NY 10151

(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, par value \$0.0001 per share | 05/23/2018 | | P | | 90,382 | A | \$ 1.9136 |
| | | | | | | | 1,737,776 |
| | | | | | | | (1) |
| Common Stock, par value \$0.0001 per share | 05/24/2018 | | P | | 30,290 | A | \$ 1.96 |
| | | | | | | | 1,768,066 |
| | | | | | | | (2) (3) |

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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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 | | X | | |

NEW YORK, NY 10151

Searchlight Capital Partners II GP, L.P.
 C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. X
 745 FIFTH AVENUE, 27TH FLOOR
 NEW YORK, NY 10151

Searchlight Capital Partners II GP, LLC
 C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. X
 745 FIFTH AVENUE, 27TH FLOOR
 NEW YORK, NY 10151

Signatures

| | |
|---|------------|
| Searchlight II TBO-W, L.P., By: Searchlight II TBO GP, LLC, Its: general partner, By: /s/ Eric Zinterhofer, Authorized Person | 05/25/2018 |
| __Signature of Reporting Person | Date |
| Searchlight II TBO GP, LLC, By: /s/ Eric Zinterhofer, Authorized Person | 05/25/2018 |
| __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 | 05/25/2018 |
| __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 | 05/25/2018 |
| __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 | 05/25/2018 |
| __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 | 05/25/2018 |
| __Signature of Reporting Person | Date |
| Searchlight Capital Partners II GP, LLC, By: /s/ Eric Zinterhofer, Authorized Person | 05/25/2018 |
| __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 price reported in Column 4 is a weighted average price. The shares purchased on May 23, 2018 were purchased in multiple transactions at prices ranging from \$1.88 to \$1.95, 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.
- 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)

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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.

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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