

Zinterhofer Eric Louis
 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 *
 Zinterhofer Eric Louis

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)
 05/23/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 See explanation of responses

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.0001 per share | 05/23/2018 | | P | 90,382 A | \$ 1,9136 1,737,776 (1) | I | See Below (2) (3) |
| Common Stock, par value \$0.0001 per share | 05/24/2018 | | P | 30,290 A | \$ 1.96 1,768,066 | I | See Below (2) (3) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| Zinterhofer Eric Louis 6100 CENTER DRIVE SUITE 1020 LOS ANGELES, CA 90045 | X | | | See explanation of responses |

Signatures

/s/ Colleen A. Brooks,
Attorney-in-Fact

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).

- 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 Person undertakes 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.
- (1) These securities are directly held 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. The Reporting Person is a manager of Searchlight Capital Partners II GP. By reason of the provisions of Rule 16a-1, the Reporting

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Person may be deemed to be the beneficial owner of the securities beneficially owned by the Fund. (cont'd in FN 3)

- (cont'd from FN 2) The Reporting Person hereby disclaims beneficial ownership of all securities, except to the extent of any indirect
- (3) 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.

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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