

Silver Eagle Acquisition Corp.
Form 4
July 31, 2013

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 *
Graf James A

2. Issuer Name and Ticker or Trading Symbol
Silver Eagle Acquisition Corp.
[EAGL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1450 2ND STREET, SUITE 247
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO, VP, Treasurer & Secretary

SANTA MONICA, CA 90401
(City) (State) (Zip)

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

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.0001 per share | 04/13/2013 | | A | 503,500 | A \$ 0.003 503,500 | I | See Footnote (2) |
| Common Stock, par value \$0.0001 per share | 06/18/2013 | | J ⁽⁶⁾ | 141,609 | D \$ 0 361,891 | I | See Footnote (2) |
| Common Stock, par value \$0.0001 per share | 07/10/2013 | | S | 3,525 | D \$ 0.003 358,366 | I | See Footnote (2) |

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| | | | | | | | | | |
|------------|------------|--|------------------|--------|---|------|------------------------|---|----------|
| value | | | | | | | | | (2) |
| \$0.0001 | | | | | | | | | |
| per share | | | | | | | | | |
| Common | | | | | | | | | |
| Stock, par | | | | | | | | | See |
| value | 07/30/2013 | | J ⁽¹⁾ | 31,469 | D | \$ 0 | 399,276 ⁽³⁾ | I | Footnote |
| \$0.0001 | | | | | | | | | (2) |
| per share | | | | | | | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Private Placement Warrants | \$ 5.75 | 07/29/2013 | | A | 755,250 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock, par value \$0.0001 per share 377,625 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Graf James A
1450 2ND STREET
SUITE 247
SANTA MONICA, CA 90401

CFO, VP,
Treasurer &
Secretary

Signatures

/s/ Laura Rosenblum,
Attorney-in-Fact

07/31/2013

**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).

31,469 shares were forfeited to the Company at no cost in connection with the partial exercise by the underwriters' of their over-allotment option, as described in the Issuer's registration statement on Form S-1 (File No.333-189498) (the "Registration Statement"). In addition,

- (1) 20% of the shares held by Mr. Graf are subject to forfeiture on the fifth anniversary of the completion of the Issuer's initial business combination unless following the Issuer's initial business combination the last sales price of the Issuer's common stock equals or exceeds certain specified amounts, as described in the Registration Statement.
- (2) These shares represent approximately 5.3% of the shares of the Issuer's common stock held by Global Eagle Acquisition LLC, the Issuer's sponsor.
- (3) Amount beneficially owned includes 700 shares received as a result of a stock dividend by the Issuer of 0.2 shares for each outstanding share of common stock of the Issuer.

The Private Placement Warrants were issued prior to the Issuer's initial public offering and are identical to the warrants included in the units that were sold by the Issuer in its initial public offering (the "Offering"), except for those differences described in the Issuer's registration statement on Form S-1 (File No.333-189498). I The Private Placement Warrants are exercisable beginning on the later of one

- (4) year from the closing of the Offering or 30 days after the completion of the Issuer's initial business combination and will expire worthless if the Issuer does not complete an initial business combination within 21 months from the closing of the Offering, or 24 months from the closing of the Offering if the Issuer has executed a letter of intent, agreement in principle or definitive agreement for an initial business combination within 21 months from the closing of the Offering.

- (5) These warrants represent approximately 5.3% of the Private Placement Warrants held by Global Eagle Acquisition LLC, the Issuer's sponsor.
- (6) 141,609 shares were forfeited to the Company because the size of the initial public Offering was reduced.

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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