

Global Eagle Entertainment Inc.
Form 4
October 23, 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 *
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)
10/21/2013

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 (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)
Convertible Promissory Note ⁽¹⁾	<u>(2)</u> <u>(3)</u>	10/21/2013		A	2,263,595	<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(2)</u> <u>(3)</u>	Common Stock ⁽²⁾ <u>(3)</u> <u>(4)</u> 2,263,595

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 Shapiro
10/23/2013
Date

**Signature of Reporting Person

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 Convertible Promissory Note reported herein, which has an aggregate principal amount equal to \$19,000,000 (the "Note"), was issued to PAR Investment Partners, L.P. ("PAR") pursuant to the Convertible Note Purchase Agreement (the "Note Purchase Agreement"), dated as of October 21, 2013, by and between the Issuer and PAR, for a purchase price of \$19,000,000. PAR Capital Management, Inc. ("PCM"), as the general partner of PAR Group, L.P., which is the general partner of PAR, has investment discretion and voting control over shares held by PAR.

(2) The principal amount of the Note, together with any accrued but unpaid interest (the "Loan Amount"), is payable in full on the earlier of (a) December 20, 2013 or (b) the occurrence of an "Event of Default" (as defined in the Note) (the "Maturity Date"). If the Maturity Date occurs and no Event of Default has occurred, then the Issuer shall, at its election, on the Maturity Date, either (i) pay to PAR cash in an aggregate amount equal to the Loan Amount as of such Maturity Date or (ii) issue to PAR that number of shares of non-voting common stock of the Issuer ("Non-Voting Shares") as is equal to the quotient obtained by dividing (x) the Loan Amount as of such Maturity Date by (y) a conversion price equal to \$8.5593 per share. (Continued in footnote 3)

(3) If the Maturity Date occurs and an Event of Default has occurred, then the Issuer shall, at the election of PAR (by notice delivered to the Issuer), on the Maturity Date, either (A) pay to PAR cash in an aggregate amount equal to the Loan Amount as of such Maturity Date or (B) issue to PAR that number of Non-Voting Shares in an amount calculated in the manner described in the preceding sentence.

(4) Pursuant to an agreement dated October 21, 2013, PAR and the Issuer agreed that all shares of non-voting common stock (not just those underlying the Note) held by PAR will be converted into shares of the Issuer's voting common stock on a share for share basis upon the earlier to occur of (a) the election by a holder of such shares to convert such shares into shares of voting common stock on or after the earlier of (i) May 1, 2014 and (ii) 30 days after the date on which the shares of capital stock of Advanced Inflight Alliance AG, a German stock corporation and the Issuer's majority-owned subsidiary, cease to be listed on the Regulated Market (General Standard) of the Frankfurt Stock Exchange (the "Outside Date"), and (b) the transfer of a holders' Non-Voting Shares to any person that results in PAR no

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longer being the "beneficial owner" of such shares for purposes of Section 13 of the Exchange Act of 1934.

The reporting person is a portfolio manager employed by PCM who serves as the representative of PAR on the Issuer's board of directors.

- (5) 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.

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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