Marks Joshua Form 4 May 29, 2018

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Marks Joshua

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

Global Eagle Entertainment Inc.

(Check all applicable)

[ENT]

(Last)

(Middle)

3. Date of Earliest Transaction

X\_ Officer (give title

10% Owner Other (specify

below)

below) Chief Executive Officer

6100 CENTER DRIVE, SUITE 1020 05/24/2018

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_\_ Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOS ANGELES, CA 90045

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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.

SEC 1474 (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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

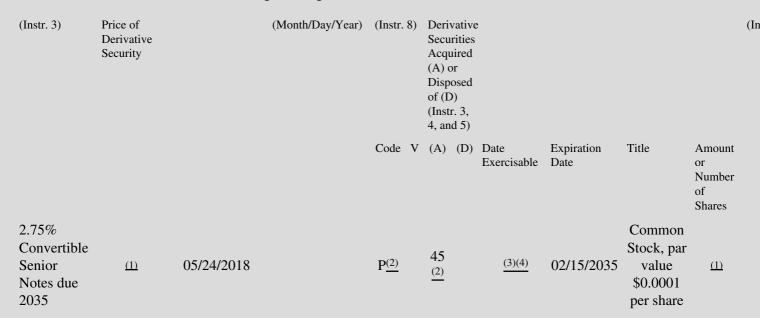
Execution Date, if any

5. 4. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 Underlying Securities De (Instr. 3 and 4) Sec

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marks Joshua 6100 CENTER DRIVE SUITE 1020 LOS ANGELES, CA 90045	X		Chief Executive Officer	

# **Signatures**

/s/ Colleen A. Brooks, 05/29/2018 Attorney-in-Fact

\*\*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).

As of the date of filing of this Form 4, the last reported conversion rate for the 2.75% Convertible Senior Notes due 2035 ("Convertible Notes") was 53.9084 shares of common stock per \$1,000 principal amount of Convertible Notes, corresponding to a conversion price of approximately \$18.55 per share of common stock. The conversion rate is subject to adjustment in certain circumstances pursuant to the Indenture, dated as of February 18, 2015, between the Issuer and U.S. Bank National Association, as trustee. Upon conversion of any

- Convertible Note, the Issuer will pay or deliver to the convertible noteholder cash, shares of common stock or a combination of cash and shares of common stock, at the Issuer's election.
- The Reporting Person purchased \$45,000 aggregate principal amount of the Convertible Notes for an aggregate purchase price of \$30,111.50 in open market transactions.

The Convertible Notes are convertible by holders any time prior to the close of business on the business day immediately preceding November 15, 2034, only if one or more of the following conditions has been satisfied: (1) during any calendar quarter beginning after March 31, 2015 if the closing price of the Issuer's common stock equals or exceeds 130% of the conversion price per share during a

defined period at the end of the previous quarter, (2) during the five consecutive business day period immediately following any five consecutive trading day period in which the trading price per \$1,000 principal amount of Convertible Notes for each trading day was less than 98% of the product of the last reported sale price of the Issuer's common stock and the conversion rate on each such trading day; (3) if specified corporate transactions occur, or (cont'd in FN 4)

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- (cont'd from FN 3) (4) if the Issuer calls any or all of the Convertible Notes for redemption, at any time prior to the close of business on the second business day immediately preceding the redemption date. On or after November 15, 2034, until the close of business on the second scheduled trading day immediately preceding February 15, 2035, a holder may convert all or a portion of its Convertible Notes at any time, regardless of the foregoing circumstances.
- (5) \$45,000 aggregate principal amount of Convertible Notes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.