

Steger Ronald
Form 4
December 26, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Steger Ronald

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)
12/21/2017

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | | | | |
| Common Stock ⁽¹⁾ | 12/21/2017 | | A | 3,227 | A \$ 0 3,227 | D | |
| Common Stock ⁽²⁾ | 12/21/2017 | | A | 31,152 | A \$ 0 34,379 | D | |

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

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(9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option Right to Buy ⁽³⁾ | \$ 3.21 | 12/21/2017 | | A | 7,395 | 12/21/2017 12/21/2024 | Common Stock | 7,395 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Steger Ronald 6100 CENTER DRIVE SUITE 1020 LOS ANGELES, CA 90045 | X | | | |

Signatures

/s/ Colleen Brooks,
Attorney-in-Fact
Date: 12/26/2017

**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) These shares (which were granted as restricted stock units) were backlog "stub" grants for director service from April 17, 2017 (the date the Reporting Person Joined our Board of Directors) through the 2017 annual stockholders' meeting, and became fully vested on December 21, 2017 (the date of the Issuer's 2017 annual stockholders' meeting).
 - (2) These shares were granted as restricted stock units, and will vest in full on the earlier of (i) June 26, 2018 and (ii) the date of the Issuer's 2018 annual stockholders' meeting, subject to continuous service through the vesting date.
 - (3) These stock options were backlog "stub" grants for director service from April 17, 2017 (the date the Reporting Person joined our Board of Directors) through the 2017 annual stockholders' meeting, and were fully vested on December 21, 2017 (the date of the Issuer's 2017 annual stockholders' meeting).

Remarks:

The grants in this Form 4 are "backlog grants" promised to the Reporting Person earlier in 2017, the issuance of which was suspended.

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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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