

Global Eagle Entertainment Inc.
Form SC 13D/A
June 20, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Global Eagle Entertainment Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

37951D 102

(CUSIP Number)

Harry E. Sloan (formerly filed by Global Eagle Acquisition LLC)

1450 2nd Street, Suite 247

Santa Monica, California 90401

(310) 209-7280

Copy to:

Joel L. Rubinstein, Esq.

McDermott Will & Emery LLP

340 Madison Avenue

New York, New York 10173

(212) 547-5400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 17, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 37951D 102

NAMES OF REPORTING
PERSONS.

1 I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Harry E. Sloan

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP
(SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY
SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4 AF
CHECK IF DISCLOSURE
5 OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)
6 CITIZENSHIP OR PLACE
OF ORGANIZATION

United States

NUMBER		SOLE
OF		VOTING
SHARES	⁷	POWER
BENEFICIALLY		8,262,527
OWNED		shares (1)
BY	⁸	SHARED
		VOTING
EACH		POWER
	⁹	0 shares
REPORTING		SOLE
		DISPOSITIVE
		POWER

PERSON 8,262,527
shares (1)
WITH 10 **SHARED**
DISPOSITIVE
POWER

0 shares
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

8,262,527 shares (1)
CHECK IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS) o
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

10.7 % (1)
TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

IN

(1) Includes 5,299,792 shares which may be purchased by exercising warrants and options that are presently exercisable.

CUSIP No. 37951D 102

NAMES OF REPORTING
PERSONS.

1 I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Jeffrey Sagansky

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP
(SEE INSTRUCTIONS)

(a)

3 (b)
SEC USE ONLY
SOURCE OF FUNDS (SEE
4 INSTRUCTIONS)

5 AF
CHECK IF DISCLOSURE
OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)
6 CITIZENSHIP OR PLACE
OF ORGANIZATION

United States

NUMBER SOLE
OF VOTING
SHARES ⁷ POWER

BENEFICIALLY 2,767,369
shares (1)
OWNED SHARED

BY ⁸ VOTING
POWER

EACH 0 shares

9

REPORTING PERSON SOLE DISPOSITIVE POWER

WITH 2,767,369 shares
 10 SHARED DISPOSITIVE POWER

0 shares
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,767,369 shares (1)
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8 % (1)
 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Includes 1,779,791 shares which may be purchased by exercising warrants and options that are presently exercisable.

This Amendment No. 4 amends and restates, where indicated, the statement on Schedule 13D relating to the Common Stock of the Issuer filed by the Reporting Persons with the Securities and Exchange Commission on May 23, 2011, as amended on March 4, 2013, April 5, 2013 and January 3, 2014. Capitalized terms used in this Amendment No. 4 but not otherwise defined herein have the meanings given to them in the initial Schedule 13D, as amended to date.

This Amendment No. 4 is being made to reflect the effect of the conversion of 19,118,233 outstanding shares of Non-Voting Common Stock of the Issuer held by an unrelated shareholder into shares of Common Stock and to remove Mr. Sagansky as a reporting person. Except as otherwise set forth herein, this Amendment No. 4 does not modify any of the information previously reported by the Reporting Persons in the Schedule 13D, as amended to date.

Item 5. Interests of Securities of the Issuer.

(a) and (b) The information contained on the cover page to this Schedule is incorporated herein by reference.

The percentage beneficial ownership is based on 52,866,867 shares of the Issuer's Common Stock outstanding as of May 12, 2014 (which excludes 3,053,634 shares held by AIA, the Issuer's majority owned subsidiary), as adjusted to reflect (a) the shares of Common Stock issuable in each case to Messrs. Sloan or Sagansky upon the exercise of their respective Sponsor Warrants and options that are presently exercisable and (b) the issuance of 19,118,233 shares of Common Stock to an unrelated shareholder on June 17, 2014 upon the conversion of 19,118,233 shares of Non-Voting Common Stock of the Issuer.

(c) Not applicable.

(d) Not applicable.

(e) As of June 17, 2014, Mr. Sagansky ceased to be the beneficial owner of more than 5% of the outstanding shares of Common Stock.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 20, 2014

Harry E. Sloan

By: /s/ Joel L. Rubinstein

Joel L. Rubinstein

Attorney-in-Fact

Jeffrey Sagansky

By: /s/ Joel L. Rubinstein

Joel L. Rubinstein

Attorney-in-Fact