

Global Eagle Entertainment Inc.
Form 424B5
December 16, 2013

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying base prospectus are part of an effective registration statement filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended. This preliminary prospectus supplement and the accompanying base prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-188121**

Subject to Completion, Dated December 16, 2013

PRELIMINARY PROSPECTUS SUPPLEMENT (To prospectus dated August 22, 2013)

Shares
GLOBAL EAGLE ENTERTAINMENT INC.
Common Stock
\$ per share

We are offering shares of our common stock in this offering.

The last reported sale price of our common stock on December 13, 2013 was \$15.66 per share.

Trading symbol: NASDAQ Capital Market ENT

This investment involves risks. See **Risk Factors beginning on page 8 of our Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference in this prospectus supplement and the accompanying base prospectus, and on page S-8 of this prospectus supplement.**

	Per Share	Total
Public offering price	\$	\$
Underwriting discount ⁽¹⁾	\$	\$
Proceeds, before expenses, to Global Eagle Entertainment Inc.	\$	\$

(1) See Underwriting for a description of the compensation payable to the underwriter. *The underwriters have a 30-day option to purchase up to additional shares of common stock to cover over-allotments, if any. If the underwriters exercise this option in full, the total underwriting discount will be \$, and our total proceeds, before expenses, will be \$.*

The underwriters expect to deliver the shares against payment on or about December , 2013.

One of our institutional stockholders has indicated an interest in purchasing, through one or more of its affiliates, approximately \$50 million of shares of our capital stock, including \$ of our common stock in this offering at the public offering price and \$ of our non-voting common stock directly from us at the public offering price in a private placement transaction. Because this indication of interest is not a binding agreement or commitment to purchase, this institutional stockholder may elect not to purchase any such shares in this offering or in the private placement, or our underwriters may elect not to sell any shares in the public offering, to this institutional stockholder.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying base prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

Sole Book-Running Manager

Piper Jaffray

**The date of this prospectus supplement is December
, 2013**

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying base prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing a shelf registration process. The shelf registration statement was declared effective by the SEC on August 22, 2013. This prospectus supplement describes the specific details regarding this offering and may add, update or change information contained in the accompanying base prospectus. The accompanying base prospectus provides general information about us, some of which, such as the section entitled Plan of Distribution, may not apply to this offering.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement or the accompanying base prospectus. If information in this prospectus supplement is inconsistent with the accompanying base prospectus or the information incorporated by reference, you should rely on this prospectus supplement. This prospectus supplement, together with the base prospectus and the documents incorporated by reference into this prospectus supplement and the base prospectus, includes all material information relating to this offering. We have not authorized anyone to provide you with different or additional information. We are not making an offer to sell or soliciting an offer to buy these shares in any jurisdiction where the offer is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying base prospectus, and the documents incorporated by reference into this prospectus supplement and the accompanying base prospectus is accurate only as of the respective dates of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates. **You should carefully read this prospectus supplement, the accompanying base prospectus, the information and documents incorporated herein and therein by reference and the additional information under the heading Where You Can Find More Information .**

We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference into this prospectus supplement or the accompanying base prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

Unless the context requires otherwise, references in this prospectus supplement and the accompanying base prospectus to Global Eagle, Global Eagle Entertainment, the company, we, us, our and similar terms refer to Global Entertainment Inc. and its subsidiaries.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

We make forward-looking statements in this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying base prospectus within the meaning of the Securities Litigation Reform Act of 1995. These forward-looking statements relate to expectations or forecasts for future events, including without limitation, our earnings, revenues, expenses or other future financial or business performance or strategies, or the impact of legal or regulatory matters on our business, results of operations or financial condition. These statements may be preceded by, followed by or include the words may, might, will, will likely result, should, estimate, plan, project, forecast, intend, expect, anticipate, believe, target or similar expressions. These forward-looking statements are based on information available to us as of the date they were made, and involve a number of risks and uncertainties which may cause them to turn out to be wrong. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include:

- our ability to integrate our recently acquired businesses, the ability of the combined business to grow, including through acquisitions which we are able to successfully integrate, and the ability of our executive officers to manage growth profitably;
- the ability of our customer Southwest Airlines to maintain a sponsor for its TV Flies Free offering and our ability to replicate this model through other sponsorship alliances;
- the outcome of any legal proceedings pending or that may be instituted against us, our wholly-owned subsidiary, Row 44, Inc., or Row 44, or our majority-owned subsidiary, Advanced Inflight Alliance AG, or AIA;
- changes in laws or regulations that apply to us or our industry;
- our ability to recognize and timely implement future technologies in the satellite connectivity space, including Ka-band system development and deployment;
- our ability to deliver end-to-end network performance sufficient to meet increasing airline customer and passenger demand;
- our ability to obtain and maintain international authorizations to operate our service over the airspace of foreign jurisdictions our customers utilize;
- our ability to expand our service offerings and deliver on our service roadmap;
- our ability to timely and cost-effectively identify and license television and media content that passengers will purchase;
- general economic and technological circumstances in the satellite transponder market, including access to transponder space in capacity limited regions and successful launch of replacement transponder capacity where applicable;
- our ability to obtain and maintain licenses for content used on legacy installed in-flight entertainment systems;
- the loss of, or failure to realize benefits from, agreements with our airline partners;
- the loss of relationships with original equipment manufacturers or dealers;

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unfavorable economic conditions in the airline industry and economy as a whole;
our ability to expand our domestic or international operations, including our ability to grow our business with current and potential future airline partners or successfully partner with satellite service providers, including Hughes Network Systems;
our reliance on third-party satellite service providers and equipment and other suppliers, including single source providers and suppliers;
the effects of service interruptions or delays, technology failures, material defects or errors in our software, damage to our equipment or geopolitical restrictions;
the limited operating history of our connectivity and in-flight television and media products;
costs associated with defending pending or future intellectual property infringement actions and other litigation or claims;
increases in our projected capital expenditures due to, among other things, unexpected costs incurred in connection with the roll out of our technology roadmap or our international plan of expansion;
fluctuation in our operating results;
the demand for in-flight broadband internet access services and market acceptance for our products and services; and
other risks and uncertainties set forth in this prospectus supplement, the accompanying base prospectus and in our most recent Annual Report on Form 10-K and any subsequently filed Quarterly Reports on Form 10-Q, which are incorporated herein by reference.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying base prospectus. This summary does not contain all of the information that you should consider before deciding to invest in our securities. You should read this entire prospectus supplement and the accompanying base prospectus carefully, including the section entitled Risk Factors beginning on page S-8 and our consolidated financial statements and the related notes and the other information incorporated by reference into this prospectus supplement and the accompanying base prospectus.

Our Business

We are a leading full service platform offering both content and connectivity for the worldwide airline industry.

Through our combined content, distribution and technology platforms, we provide airlines and the millions of travelers they serve with a complete offering of in-flight video content, e-commerce and information services.

Through our Row 44 subsidiary, we utilize Ku-band satellite technology to provide airline passengers with Internet access, live television, shopping and travel-related information. In addition, through our majority-owned subsidiary, AIA, and other wholly-owned subsidiaries, we provide film and television content, games and applications to more than 150 airlines and cruise lines worldwide. We have two reportable segments: Connectivity and Content.

Connectivity

Our Connectivity solution provides airline partners and their passengers Wi-Fi connectivity over Ku-band satellite transmissions. We deliver our Connectivity services through our wholly-owned subsidiary, Row 44, which combines specialized network equipment, media applications and premium content services that allow airline passengers to access in-flight Internet, live television, on-demand content, shopping and travel-related information. In the near future, we expect to deliver additional content to airline passengers and other desired communication services, and to provide airlines with valuable aircraft operations data and applications. Row 44 was formed in 2004, its Wi-Fi connectivity system was first deployed by a domestic commercial airline in 2009 and its broadband services were fully operational in 2010. With our Connectivity solution currently installed on more than 500 aircraft, we have online the largest fleet of in-flight entertainment and connectivity connected aircraft capable of operating over land and sea.

In addition, our total backlog currently stands at over 300 systems.

Our Connectivity business generates revenues from the following sources:

sale and corresponding support of connectivity equipment to commercial airline customers;
fees paid by airlines and/or airline passengers for the delivery of in-flight services, such as Internet access and live television;

advertising sponsorships; and
revenue sharing arrangements with commercial airlines for Internet-based services used by their passengers, such as shopping.

Beginning in 2009, management at Row 44 began to focus on the global roll-out of its satellite-based connectivity system and on domestic and international customer acquisitions, signing its first commercial passenger airline in 2010.

Row 44 has achieved the following customer acquisition milestones during the past three years:

2010 Southwest Airlines Co.;

2011 Norwegian Air Shuttle;
2011 WirelessG (Mango Airlines);
2012 Transaero Airlines;
2012 UTair Airlines; and
2012 Icelandair.

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The combined satellite coverage with these customers spans from Alaska to Japan, covering North America, the North Atlantic, Europe, a substantial portion of the Middle East, Russia and Asia.

Content

Our Content business operates through our majority-owned subsidiary, AIA, and other wholly-owned subsidiaries and selects, manages, and distributes wholly owned and licensed media content, video and music programming, applications, and video games to the airline industry. We currently provide our Content services to more than 150 airlines worldwide. Our Content operations primarily focus on:

acquiring in-flight entertainment licenses for both film and television productions, and marketing such distribution rights to airline and other customers;

making content available for in-flight entertainment systems and all associated services; and services ranging from selection, purchase, production and technical adjustment of content to customer support in connection with the integration and servicing of in-flight entertainment programs;

Programmers in Content operations choose movies, TV and audio programs relevant and appropriate for each individual airline. The technical services in Content operations include encoding, editing and meta-data services accomplished in-house in technical facilities located in Singapore, Auckland (New Zealand) and El Segundo (California). In these technical facilities our Content operations also provide a full range of tailored digital production solutions including corporate videos, safety videos, animated video content, podcasts and broadcast quality radio shows.

Our Content services also include the development of graphical user interfaces for a variety of in-flight entertainment applications, database management related to the overall management of in-flight entertainment and both the technical integration of content and the operation of the varied content management systems found on commercial aircraft across the globe. With over 100 airline customers and a catalog of over 180 game titles, we have the largest market share in international in-flight gaming content. Creative teams work to produce casual games customized to suit the in-flight environment. We also acquire multi-year licenses from reputable game publishers to adapt third party branded games and concepts for in-flight use from partners such as Disney, EA, Popcap, Tetris, Namco Bandai, DK and Berlitz. Our Content services include cultural expertise to adapt the software we deliver to the language and cultural specificities of each airline client's passenger demographics. In addition, our Content operation develops software applications for the next generation of in-flight entertainment systems, including interactive electronic menus and magazines.

We are also a leading provider of Asian content, Indian content and content from independent studios in the U.S. for in-flight entertainment systems around the world. From time to time, we may also acquire film distribution rights at the funding stage or the pre-production stage and therefore bear certain economic risk that the respective film is not a success in the market.

Recent Developments

IFE Services Purchase

In October 2013, we acquired Travel Entertainment Group Equity Limited, the U.K.-based parent company of IFE Services Limited, or IFE Services, for approximately \$36 million in cash. IFE Services is a leading provider of in-flight entertainment services to airlines and cruise lines worldwide. With a 20-year history, IFE Services provides a broad range of content solutions, spanning movies, TV programs, games, mobile applications (apps), publications,

safety videos and technical support to a worldwide client base of over 50 airline and cruise ship operators. IFE Services has a strong customer presence among quickly growing airlines in developing markets in Africa, Asia and South America.

We funded the IFE Services purchase with the proceeds from the issuance of a convertible unsecured promissory note in the aggregate principal amount of \$19 million to PAR Investment Partners, L.P., or PAR, our major stockholder, and the sale of 2,453,472 shares of our common stock to one of our

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existing institutional investors. For a description of the terms of the convertible note issued to PAR, or the PAR Convertible Note, see Use of Proceeds.

Warrant Exchanges

On November 22, 26 and December 4, 2013, we entered into warrant purchase agreements with holders of warrants to purchase shares of our common stock at an exercise price of \$11.50 per share, pursuant to which we agreed to issue an aggregate of 898,082 shares of our common stock in exchange for the surrender of warrants to purchase an aggregate of 2,921,450 shares of our common stock.

AIA Minority Squeeze-Out

Currently, we own approximately 94% of the outstanding shares of AIA. In July, we commenced a process under German law to acquire the remaining 6% of AIA. As part of this process, on December 13, 2013, our wholly-owned subsidiary requested that AIA hold a general meeting of shareholders to pass a resolution for the transfer to our wholly-owned subsidiary of all AIA shares not held by us against payment of 7.35 Euros per share.

Concurrent Private Placement

One of our institutional stockholders has indicated an interest in purchasing, through one or more of its affiliates, approximately \$50 million of shares of our capital stock, including \$ of our common stock in this offering at the public offering price and \$ of our non-voting common stock directly from us at the public offering price in a private placement transaction. Because this indication of interest is not a binding agreement or commitment to purchase, this institutional stockholder may elect not to purchase any such shares in this offering or in the private placement, or our underwriters may elect not to sell any shares in the public offering, to this institutional stockholder.

The shares of non-voting common stock sold in the private placement will be convertible into shares of our common stock at any time after the closing of the private placement. We have also agreed to register the resale of the shares of our common stock issuable upon conversion of the shares of non-voting common stock issued in the private placement within 30 days after the closing of the private placement. We are selling the non-voting common stock directly to this institutional stockholder and not through underwriters or any brokers or dealers. Accordingly, the shares of non-voting common stock sold in the concurrent private placement will not be subject to any underwriting discounts or commissions.

Our Company History and Corporate Information

We were originally formed on February 2, 2011 as a special purpose acquisition company under the name Global Eagle Acquisition Corp. for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination involving one or more businesses. On January 31, 2013, we consummated a business combination with Row 44 and AIA and changed our name to Global Eagle Entertainment Inc. Our principal executive office is located at 4353 Park Terrace Drive, Westlake Village, California 91361 and our telephone number is (818) 706-3111. Our website address is <http://globaleagleent.com>. The information contained on our website is not incorporated by reference into, and does not form any part of, this prospectus supplement or the accompanying base prospectus. We have included our website address as a factual reference and do not intend it to be an active link to our website.

Row 44®, *Giving Broadband Wings*®, and the Row 44 logos, and other trademarks or service marks of Global Eagle and its subsidiaries appearing or incorporated by reference in this prospectus supplement and the accompanying base prospectus, are the property of Global Eagle or one of its subsidiaries. Trade names, trademarks and service marks of other companies appearing or incorporated by reference in this prospectus supplement and the accompanying base prospectus are the property of their respective owners. We do not intend our use or display of other companies' trade names, trademarks or service marks to imply relationships with, or endorsements of us by, these other companies.

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THE OFFERING

Common stock offered by us:

shares

Underwriters over-allotment option:

shares

Capital stock outstanding immediately after this offering and the concurrent private placement assuming no exercise of the underwriters

over-allotment option:

shares, consisting of shares of common stock and shares of non-voting common stock.⁽¹⁾

Capital stock outstanding immediately after this offering and the concurrent private placement assuming full exercise of the underwriters

over-allotment option:

shares, consisting of shares of common stock and shares of non-voting common stock.⁽¹⁾

Use of proceeds

We estimate that the net proceeds to us of this offering and the concurrent private placement will be \$, or \$ if the underwriters exercise their over-allotment option in full. We intend to use the proceeds of this offering and the concurrent private placement for working capital and general corporate purposes, which may include acquisitions, repayment of the PAR Convertible Note, purchases of our outstanding warrants and capital expenditures. See Use of Proceeds.

Ticker symbol

Our common stock is listed on The NASDAQ Capital Market and trades under the symbol ENT.

Risk factors

See Risk Factors for a discussion of factors that you should consider carefully before deciding to invest in shares of our common stock.

Participation of Current Stockholder

One of our institutional stockholders has indicated an interest in purchasing, through one or more affiliated entities, approximately \$50 million of shares of our capital stock, including \$ of our common stock in this offering at the public offering price and \$ of our non-voting common stock directly from us at the public offering price in a private placement transaction. Because this indication of interest is not a binding agreement or commitment to purchase, this institutional stockholder may elect not to purchase any such shares in this offering or in the private placement, or our underwriters may elect not to sell any shares in the public offering, to this institutional stockholder.

Shares of our non-voting common stock are convertible into shares of our common stock as described herein and in the accompanying base prospectus and under the subheading Conversion Agreement in our Current Report on (1)Form 8-K filed with the SEC on October 21, 2013, which is incorporated by reference herein. The number of shares of our capital stock that will be issued and outstanding immediately after this offering is based on 58,531,123 shares of capital stock issued and outstanding as of December 11, 2013 and excludes the following:

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3,053,634 shares of common stock held by AIA, our majority-owned subsidiary;
4,410,000 shares of common stock issuable upon the exercise of stock options outstanding as of December 11, 2013 under our 2013 Equity Incentive Plan, with a weighted average exercise price of approximately \$9.81 per share;
590,000 shares of common stock currently reserved for future issuance under our 2013 Equity Incentive Plan, and an additional 2,500,000 shares of common stock reserved for such issuance, subject to approval by our stockholders at the special meeting of stockholders to be held on December 19, 2013;
23,237,717 shares of our common stock issuable upon exercise of outstanding warrants to purchase shares of our common stock at an exercise price of \$11.50 per share;
1,456,050 shares of our common stock issuable upon exercise of outstanding warrants to purchase shares of our common stock with a weighted average exercise price of \$9.09 per share; and
up to 2,264,204 shares of our common stock issuable upon conversion of the PAR Convertible Note (which we intend to repay and cancel using a portion of the proceeds from this offering, as more fully d