

Global Eagle Entertainment Inc.
Form 4
August 29, 2014

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 *
PAR INVESTMENT PARTNERS LP

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)
08/27/2014

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

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) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.0001 per share | 08/27/2014 | | A | 12,572 | A | (1) | 29,490,583 (2) | D (1) (3) (4) |

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

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SEC 1474 (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PAR INVESTMENT PARTNERS LP ONE INTERNATIONAL PLACE, SUITE 2401 BOSTON, MA 02110 | X | X | | |
| PAR CAPITAL MANAGEMENT INC ONE INTERNATIONAL PLACE, SUITE 2401 BOSTON, MA 02110 | | X | | |
| PAR Group, L.P. ONE INTERNATIONAL PLACE, SUITE 2401 BOSTON, MA 02110 | | X | | |

Signatures

PAR INVESTMENT PARTNERS, L.P., By: PAR Group, L.P., its General Partner By: PAR Capital Management, Inc., its General Partner, By: Name: Steven M. Smith, Title: Chief Operating Officer and General Counsel 08/29/2014
 **Signature of Reporting Person Date

PAR GROUP, L.P., By: PAR Capital Management, Inc., its General Partner, By: Name: Steven M. Smith, Title: Chief Operating Officer and General Counsel 08/29/2014
 **Signature of Reporting Person Date

PAR CAPITAL MANAGEMENT, INC., By: Name: Steven M. Smith, Title: Chief Operating Officer and General Counsel 08/29/2014
 **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).

The shares of Common Stock were issued to PAR Investment Partners, L.P. ("PAR") as a result of a post-closing working capital

(1) adjustment in accordance with the Agreement and Plan of Merger and Reorganization, dated as of November 8, 2012, by and among the Issuer, EAGL Merger Sub Corp., Row 44, Inc. and PAR.

Includes 985,026 shares of Common Stock that were previously released to PAR in accordance with the terms of the Escrow Agreement,

(2) dated as of January 31, 2013, by and among the Issuer, PAR, solely in its capacity as stockholders' agent, and American Stock Transfer & Trust Company LLC.

PAR Capital Management, Inc. ("PCM"), as the general partner of PAR Group, L.P. ("PAR Group"), which is the general partner of PAR, has investment discretion and voting control over shares held by PAR. Each of PCM and PAR Group disclaims beneficial

(3) ownership of these securities except to the extent of their respective pecuniary interests therein, if any, as a result of their direct or indirect ownership interests in PAR and a contingent right on the part of PAR Group to receive a performance-based incentive allocation from PAR.

(4) Edward L. Shapiro is a portfolio manager employed by PCM who serves as the representative of PAR on the Issuer's board of directors.

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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