

LEDDY JEFFREY A
Form 4
December 26, 2017

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 *
LEDDY JEFFREY A

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)
Chief Executive Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	12/21/2017		A		2,194	A	\$ 0 11,284
Common Stock <u>(2)</u>	12/21/2017		A		200,000	A	\$ 0 211,284

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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option Right to Buy ⁽³⁾	\$ 3.21	12/21/2017		A	5,029	12/21/2017 12/21/2024	Common Stock 5,029
Stock Option Right to Buy ⁽⁴⁾	\$ 6.22	12/21/2017		A	650,000	⁽⁴⁾ 12/21/2024	Common Stock 650,000
Stock Option Right to Buy ⁽⁵⁾	\$ 6.22	12/21/2017		A	350,000	12/21/2017 12/21/2024	Common Stock 350,000

Reporting Owners

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

Signatures

/s/ Colleen Brooks,
Attorney-in-Fact 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 January 1, 2017 through February 20, 2017 (the Reporting Person's last day of service as a non-employee director), 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 three equal annual installments on the first, second and third anniversary of the Reporting Person's employment commencement date (which was February 21, 2017), subject to continuous service on each vesting date.

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- (3) These stock options were backlog "stub" grants for director service from January 1, 2017 through February 20, 2017 (the Reporting Person's last day of service as a non-employee director), and were fully vested on December 21, 2017 (the date of the Issuer's 2017 annual stockholders' meeting).
- (4) These stock options will vest in equal monthly installments during the three-year period commencing on February 21, 2017 (with the first installment vesting on March 21, 2017), subject to continuous service on each vesting date.
- (5) These stock options became fully vested as of the Reporting Person's employment commencement date (which was February 21, 2017).

Remarks:

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

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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