

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Searchlight II TBO-W, L.P.</u>  (Last) (First) (Middle) C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR  (Street) NEW YORK NY 10151  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Global Eagle Entertainment Inc. [ ENT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  Director by Deputation
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share	06/05/2019		P		5,000,000	A	\$0.3	6,941,707	D <sup>(1)(2)</sup>	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Searchlight II TBO-W, L.P.</u>  (Last) (First) (Middle) C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR  (Street) NEW YORK NY 10151  (City) (State) (Zip)		
---	--	--

1. Name and Address of Reporting Person\*

[Searchlight II TBO GP, LLC](#)

(Last) (First) (Middle)  
C/O SEARCHLIGHT CAPITAL PARTNERS, L.P.  
745 FIFTH AVENUE, 27TH FLOOR

(Street)  
NEW YORK NY 10151

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SC II PV TBO, L.P.](#)

(Last) (First) (Middle)  
C/O SEARCHLIGHT CAPITAL PARTNERS, L.P.  
745 FIFTH AVENUE, 27TH FLOOR

(Street)  
NEW YORK NY 10151

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Searchlight Capital II \(FC\) AIV, L.P.](#)

(Last) (First) (Middle)  
C/O SEARCHLIGHT CAPITAL PARTNERS, L.P.  
745 FIFTH AVENUE, 27TH FLOOR

(Street)  
NEW YORK NY 10151

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SC II TBO, L.P.](#)

(Last) (First) (Middle)  
C/O SEARCHLIGHT CAPITAL PARTNERS, L.P.  
745 FIFTH AVENUE, 27TH FLOOR

(Street)  
NEW YORK NY 10151

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Searchlight Capital Partners II GP, L.P.](#)

(Last) (First) (Middle)  
C/O SEARCHLIGHT CAPITAL PARTNERS, L.P.  
745 FIFTH AVENUE, 27TH FLOOR

(Street)  
NEW YORK NY 10151

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Searchlight Capital Partners II GP, LLC</a>		
(Last)	(First)	(Middle)
C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR		
(Street)		
NEW YORK	NY	10151
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The securities are owned by Searchlight II TBO-W, L.P. (the "Fund"). Searchlight II TBO GP, LLC ("Searchlight II TBO GP") is the general partner of the Fund. SC II PV TBO, L.P. ("SC II PV TBO"), Searchlight Capital II (FC) AIV, L.P. ("Searchlight Capital II (FC) AIV") and SC II TBO, L.P. ("SC II TBO") are the members of Searchlight II TBO GP. Searchlight Capital Partners II GP, L.P. ("Searchlight Capital Partners II GP LP") is the general partner of SC II PV TBO, Searchlight Capital II (FC) AIV and SC II TBO. Searchlight Capital Partners II GP, LLC ("Searchlight Capital Partners II GP") is the general partner of Searchlight Capital Partners II GP LP. By reason of the provisions of Rule 16a-1, each of the Reporting Persons herein may be deemed to be the beneficial owners of the securities beneficially owned by the Fund.

2. Each of the Reporting Persons, other than the Fund, hereby disclaims beneficial ownership of all securities, except to the extent of any indirect pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Remarks:**

The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such Reporting Person. This report shall not be deemed an admission that such Reporting Person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person. Mr. Zinterhofer, a manager of Searchlight Capital Partners II GP, serves on the board of directors of the Issuer. As a result, the other Reporting Persons herein may be deemed directors by deputization.

[Searchlight II TBO-W, L.P.](#)  
 By: [Searchlight II TBO GP, LLC, Its: general partner](#), By: [06/07/2019](#)  
[/s/ Eric Zinterhofer](#),  
 Authorized Person

[Searchlight II TBO GP, LLC](#),  
 By: [/s/ Eric Zinterhofer](#), [06/07/2019](#)  
 Authorized Person

[SC II PV TBO, L.P.](#), By:  
[Searchlight Capital Partners II GP, L.P., Its: general partner](#), [06/07/2019](#)  
 By: [/s/ Eric Zinterhofer](#),  
 Authorized Person

[Searchlight Capital II \(FC\) AIV, L.P.](#), By: [Searchlight Capital Partners II GP, L.P., Its: general partner](#), By: [/s/ Eric Zinterhofer](#), Authorized Person

[SC II TBO, L.P.](#), By:  
[Searchlight Capital Partners II GP, L.P., Its: general partner](#), [06/07/2019](#)  
 By: [/s/ Eric Zinterhofer](#),  
 Authorized Person

[Searchlight Capital Partners II GP, L.P.](#), By: [Searchlight Capital Partners II GP, LLC, Its: general partner](#), By: [/s/ Eric Zinterhofer](#), Authorized Person

[Searchlight Capital Partners II GP, LLC](#), By: [/s/ Eric Zinterhofer](#), Authorized Person [06/07/2019](#)

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**