

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>Rainey Paul</u> (Last) (First) (Middle) 6100 CENTER DRIVE SUITE 1020 (Street) LOS ANGELES CA 90045 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/25/2018</u>	
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 ⁽¹⁾	06/25/2018		A		183,333	A	\$0.00	278,644	D	
Common Stock ⁽²⁾	06/25/2018		A		91,667	A	\$0.00	370,311	D	

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						Title
Stock Option ⁽³⁾	\$2.65	06/25/2018		A		120,946	(4)	06/25/2023	Common Stock	120,946	\$0.00	120,946	D	
Stock Option ⁽³⁾	\$2.65	06/25/2018		A		241,892	(5)	06/25/2025	Common Stock	241,892	\$0.00	241,892	D	

Explanation of Responses:

- These shares were granted as restricted stock units and will vest as follows: (i) 50% vesting on March 27, 2020, (ii) 25% vesting on March 27, 2021 and (iii) 25% vesting on March 27, 2022, subject to continuous employment on each applicable vesting date.
- These shares were granted as performance-based restricted stock units and will vest as follows: (i) 50% vesting on March 27, 2020, (ii) 25% vesting on March 27, 2021, and (iii) 25% vesting on March 27, 2022, subject to the reporting person's continuous service through each applicable vesting date, and provided that the Issuer's volume-weighted average price per share of common stock equals or exceeds \$4.00 for 45 consecutive trading days at any time on or prior to June 25, 2023.
- Each Stock Option represents the right of the reporting person to receive a cash payment on the date of exercise equal to the value of the closing price per share on the date of exercise less the exercise price.
- These Stock Options generally vest and become exercisable as follows: (i) 50% of the Stock Options will vest on March 27, 2020, (ii) 25% of the Stock Options will vest on March 27, 2021 and (iii) 25% of the Stock Options will vest on March 27, 2022, subject to the reporting person's continuous service through each applicable vesting date, and provided that the Issuer's volume-weighted average price per share of common stock equals or exceeds \$4.00 for 45 consecutive trading days at any time on or prior to June 25, 2023.
- These Stock Options generally vest and become exercisable as follows: (i) 50% of the Stock Options will vest on March 27, 2020 and (ii) 50% of the Stock Options will vest on March 27, 2021, subject to the reporting person's continuous service through each applicable vesting date, and provided that the Issuer's volume-weighted average price per share of common stock equals or exceeds \$8.00 for 45 consecutive trading days at any time on or prior to June 25, 2025.

Remarks:

/s/ Kim Nakamaru, Attorney-in-Fact 06/27/2018

** 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.

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