

Adepoju Wale
Form 4
June 27, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Adepoju Wale

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)
06/25/2018

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EVP, Chief Strategy Officer

LOS ANGELES, CA 90045

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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>	06/25/2018		A		133,333	A	\$ 0 368,000
Common Stock <u>(2)</u>	06/25/2018		A		66,667	A	\$ 0 434,667

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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- These Stock Options generally vest and become exercisable as follows: (i) 50% of the Stock Options will vest on March 27, 2020 and (ii)
- (5) 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.

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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