

Global Eagle Entertainment Inc.  
Form SC 13D/A  
June 20, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 4)\***

**Global Eagle Entertainment Inc.**

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(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

37951D 102

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(CUSIP Number)

Harry E. Sloan (formerly filed by Global Eagle Acquisition LLC)

1450 2nd Street, Suite 247

Santa Monica, California 90401

(310) 209-7280

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Copy to:

Joel L. Rubinstein, Esq.

McDermott Will & Emery LLP

340 Madison Avenue

New York, New York 10173

(212) 547-5400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 17, 2014

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**CUSIP No.** 37951D 102

NAMES OF REPORTING  
PERSONS.

1 I.R.S. IDENTIFICATION  
NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

Harry E. Sloan

2 CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(SEE INSTRUCTIONS)

(a) o

3 (b) o  
SEC USE ONLY  
SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

4 AF  
CHECK IF DISCLOSURE  
5 OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e) o  
6 CITIZENSHIP OR PLACE  
OF ORGANIZATION

United States

**NUMBER**  
**OF**  
**SHARES** <sup>7</sup>

SOLE  
VOTING  
POWER

**BENEFICIALLY** 8,262,527  
shares (1)

**OWNED**  
**BY** <sup>8</sup> SHARED  
VOTING  
POWER

**EACH**  
<sup>9</sup>  
**REPORTING** 0 shares  
SOLE  
DISPOSITIVE  
POWER

**PERSON** 8,262,527  
 shares (1)  
**WITH** 10 **SHARED**  
**DISPOSITIVE**  
**POWER**

0 shares

11 **AGGREGATE AMOUNT**  
**BENEFICIALLY OWNED**  
**BY EACH REPORTING**  
**PERSON**

12 8,262,527 shares (1)  
**CHECK IF THE**  
**AGGREGATE AMOUNT IN**  
**ROW (11) EXCLUDES**  
**CERTAIN SHARES (SEE**  
**INSTRUCTIONS) o**  
**PERCENT OF CLASS**  
**REPRESENTED BY**  
 13 **AMOUNT IN ROW (11)**

14 10.7 % (1)  
**TYPE OF REPORTING**  
**PERSON (SEE**  
**INSTRUCTIONS)**

IN

(1) Includes 5,299,792 shares which may be purchased by exercising warrants and options that are presently exercisable.

**CUSIP No.** 37951D 102

NAMES OF REPORTING  
PERSONS.

1 I.R.S. IDENTIFICATION  
NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

Jeffrey Sagansky

2 CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(SEE INSTRUCTIONS)

(a) ☐

3 (b) ☐  
SEC USE ONLY  
SOURCE OF FUNDS (SEE  
4 INSTRUCTIONS)

5 AF  
CHECK IF DISCLOSURE  
OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e) ☐  
6 CITIZENSHIP OR PLACE  
OF ORGANIZATION

United States

**NUMBER** **SOLE**  
**OF** **VOTING**  
**SHARES** <sup>7</sup> **POWER**

**BENEFICIALLY** 2,767,369  
shares (1)

**OWNED** **SHARED**  
**BY** <sup>8</sup> **VOTING**  
**POWER**

**EACH** 0 shares

9

**REPORTING** SOLE  
**PERSON** DISPOSITIVE  
POWER

**WITH** 2,767,369  
shares  
10 SHARED  
DISPOSITIVE  
POWER

0 shares  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
11 PERSON

2,767,369 shares (1)  
CHECK IF THE  
AGGREGATE AMOUNT IN  
12 ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS) o  
PERCENT OF CLASS  
REPRESENTED BY  
13 AMOUNT IN ROW (11)

3.8 % (1)  
TYPE OF REPORTING  
PERSON (SEE  
14 INSTRUCTIONS)

IN

(1) Includes 1,779,791 shares which may be purchased by exercising warrants and options that are presently exercisable.

This Amendment No. 4 amends and restates, where indicated, the statement on Schedule 13D relating to the Common Stock of the Issuer filed by the Reporting Persons with the Securities and Exchange Commission on May 23, 2011, as amended on March 4, 2013, April 5, 2013 and January 3, 2014. Capitalized terms used in this Amendment No. 4 but not otherwise defined herein have the meanings given to them in the initial Schedule 13D, as amended to date.

This Amendment No. 4 is being made to reflect the effect of the conversion of 19,118,233 outstanding shares of Non-Voting Common Stock of the Issuer held by an unrelated shareholder into shares of Common Stock and to remove Mr. Sagansky as a reporting person. Except as otherwise set forth herein, this Amendment No. 4 does not modify any of the information previously reported by the Reporting Persons in the Schedule 13D, as amended to date.

Item 5. Interests of Securities of the Issuer.

(a) and (b) The information contained on the cover page to this Schedule is incorporated herein by reference.

The percentage beneficial ownership is based on 52,866,867 shares of the Issuer's Common Stock outstanding as of May 12, 2014 (which excludes 3,053,634 shares held by AIA, the Issuer's majority owned subsidiary), as adjusted to reflect (a) the shares of Common Stock issuable in each case to Messrs. Sloan or Sagansky upon the exercise of their respective Sponsor Warrants and options that are presently exercisable and (b) the issuance of 19,118,233 shares of Common Stock to an unrelated shareholder on June 17, 2014 upon the conversion of 19,118,233 shares of Non-Voting Common Stock of the Issuer.

(c) Not applicable.

(d) Not applicable.

(e) As of June 17, 2014, Mr. Sagansky ceased to be the beneficial owner of more than 5% of the outstanding shares of Common Stock.





**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 20, 2014

Harry E. Sloan

By: /s/ Joel L. Rubinstein

Joel L. Rubinstein

Attorney-in-Fact

Jeffrey Sagansky

By: /s/ Joel L. Rubinstein

Joel L. Rubinstein

Attorney-in-Fact