LEDDY JEFFREY A

Form 4

December 26, 2017

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

_ 10% Owner _ Other (specify 0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

Estimated average

See Instruction 1(b).

(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]

(Last) (First)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

6100 CENTER DRIVE, SUITE 1020 12/21/2017

(Street)

(Ctata)

12/21/2017

Filed(Month/Day/Year)

4. If Amendment, Date Original

Chief Executive Officer

5. Relationship of Reporting Person(s) to

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Director

X_ Officer (give title)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

Issuer

below)

LOS ANGELES, CA 90045

(City)	(State)	Table Table	e I - Non-D	erivative Se	curiti	es Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie (A) or Disp (Instr. 3, 4 a	osed o	of (D)	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)
Common Stock (1)	12/21/2017		A	2,194	A	\$0	11,284	D	
Common Stock (2)	12/21/2017		A	200,000	A	\$0	211,284	D	

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

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SEC 1474

(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. Transactio Code (Instr. 8)	5. Number of or 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 of 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	<u>(4)</u>	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
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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).
- These shares (which were granted as restricted stock units) were backlog "stub" grants for director service from January 1, 2017 (1) 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).
- These shares were granted as restricted stock units, and will vest in three equal annual installments on the first, second and third

 (2) anniversary of the Reporting Person's employment commencement date (which was February 21, 2017), subject to continuous service on each vesting date.

Reporting Owners 2

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- 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 sull Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.