

Noren Per  
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

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Noren Per

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 Commercial 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock <u>(1)</u>            | 06/25/2018                              |                                                             | A                                    |                                                                         | 333,333                                                                                                            | A                                                                    | \$ 0 512,693                            |
| Common<br>Stock <u>(2)</u>            | 06/25/2018                              |                                                             | A                                    |                                                                         | 166,667                                                                                                            | A                                                                    | \$ 0 679,360                            |

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

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information contained in this form are not  
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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. 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 Underlying Securities (Instr. 3 and 4) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Stock Option <u>(3)</u>                    | \$ 2.65                                                | 06/25/2018                           |                                                    | A                              |                                                                                         | 219,902                                                  |     | <u>(4)</u>                                                    | 06/25/2023      | Common Stock | 219,902                    |
| Stock Option <u>(3)</u>                    | \$ 2.65                                                | 06/25/2018                           |                                                    | A                              |                                                                                         | 439,803                                                  |     | <u>(5)</u>                                                    | 06/25/2025      | Common Stock | 439,803                    |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships                    |
|-----------------------------------------------------------------------|----------------------------------|
|                                                                       | Director 10% Owner Officer Other |
| Noren Per<br>6100 CENTER DRIVE<br>SUITE 1020<br>LOS ANGELES, CA 90045 | EVP, Chief Commercial Officer    |

## Signatures

/s/ Kim Nakamaru,  
Attorney-in-Fact

06/27/2018

\_\_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).

(1) 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.

(2) 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.

(3) 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.

(4) 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.

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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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