

Global Eagle Entertainment Inc.
Form 4
February 01, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PAR INVESTMENT PARTNERS LP

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

ONE INTERNATIONAL PLACE, SUITE 2401

(Street)

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

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

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

BOSTON, MA 02110

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.0001 per share	01/31/2013		J		9,850,266	A	<u>(1)</u> <u>(2)</u>
					9,850,266	D	<u>(1)</u> <u>(2)</u> <u>(6)</u>

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. 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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-voting common stock, par value \$0.0001 per share	(3)	01/31/2013		J	19,118,233	(3)	(3)	Common Stock
Warrant (right to buy)	(5)	01/31/2013		J	477,393	01/31/2013	06/07/2017	Common Stock
Warrant (right to buy)	(5)	01/31/2013		J	32,199	01/31/2013	12/27/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAR INVESTMENT PARTNERS LP ONE INTERNATIONAL PLACE SUITE 2401 BOSTON, MA 02110	X	X		
PAR CAPITAL MANAGEMENT INC ONE INTERNATIONAL PLACE SUITE 2401 BOSTON, MA 02110	X	X		
PAR Group, L.P. ONE INTERNATIONAL PLACE SUITE 2401 BOSTON, MA 02110	X	X		

Signatures

PAR INVESTMENT PARTNERS, L.P., By: PAR Group, L.P., its General Partner, By: PAR Capital Management, Inc., its General Partner, By: /s/ Steven M. Smith, Title: Chief Operating Officer and General Counsel 02/01/2013

**Signature of Reporting Person

Date

PAR GROUP, L.P., By: PAR Capital Management, Inc., its General Partner, By: /s/ Steven M. Smith, Title: Chief Operating Officer and General Counsel 02/01/2013

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__Signature of Reporting Person

Date

PAR CAPITAL MANAGEMENT, INC., By: /s/ Steven M. Smith, Title: Chief Operating Officer and General Counsel

02/01/2013

__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 issued to PAR Investment Partners, L.P. ("PAR") pursuant to that certain Agreement and Plan of Merger and Reorganization (the "Merger Agreement"), dated as of November 8, 2012, by and among the Issuer, EAGL Merger Sub Corp., Row 44, Inc. and PAR. The closing of the merger contemplated by the Merger Agreement occurred on January 31, 2013 (the "Closing"). At the Closing, PAR's shares of capital stock of Row 44 were converted into the right to receive an aggregate of 9,850,266 shares of Common Stock (based on a price of \$10.00 per share of Common Stock). (Continued to Footnote 2)

(2) PAR Capital Management, Inc. ("PCM"), as the general partner of PAR Group, L.P. ("PAR Group"), which is the general partner of PAR, has investment discretion and voting control over shares held by PAR. Each of PCM and PAR Group disclaims beneficial ownership of these securities except to the extent of their respective pecuniary interests therein, if any, as a result of their direct or indirect ownership interests in PAR and a contingent right on the part of PAR Group to receive a performance-based incentive allocation from PAR.

(3) These shares will be converted into shares of the Issuer's voting common stock on a share for share basis upon the earlier of (a) the election by the holder on or after October 31, 2013 to convert such shares into voting shares and (b) the transfer of such shares to any person that results in PAR no longer being the "beneficial owner" of such shares for purposes of Section 13 of the Exchange Act of 1934.

(4) Of these shares, 14,368,233 were issued to PAR at the Closing in exchange for shares of Advanced Inflight Alliance AG held by PAR pursuant to that certain Stock Purchase Agreement, dated as of November 8, 2013, between PAR and the Issuer (the "AIA Stock Purchase Agreement"), and 4,750,000 were issued to PAR at the Closing pursuant to that certain Amended and Restated Common Stock Purchase Agreement, dated as of November 8, 2012, between PAR and the Issuer (the "Backstop Stock Purchase Agreement"). PCM, as the general partner of PAR Group, which is the general partner of PAR, has investment discretion and voting control over shares held by PAR. Each of PCM and PAR Group disclaims beneficial ownership of these securities except to the extent of their respective pecuniary interests therein, if any, as a result of their direct or indirect ownership interests in PAR and a contingent right on the part of PAR Group to receive a performance-based incentive allocation from PAR.

(5) At the Closing, the Issuer assumed warrants (the "Warrants") to purchase shares of capital stock of Row 44, Inc. held by PAR, with the terms of the Warrants being adjusted such that as of immediately following the Closing such Warrants represented the right to acquire an aggregate of 509,592 shares of Common Stock. PCM, as the general partner of PAR Group, which is the general partner of PAR, has investment discretion and voting control over the Warrants and any shares received upon exercise of the Warrants. Each of PCM and PAR Group disclaims beneficial ownership of these securities except to the extent of their respective pecuniary interests therein, if any, as a result of their direct or indirect ownership interests in PAR and a contingent right on the part of PAR Group to receive a performance-based incentive allocation from PAR.

(6) Edward L. Shapiro is a portfolio manager employed by PCM who serves as the representative of PAR on the Issuer's board of directors.

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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