

Searchlight Capital Partners II GP, LLC
 Form 4
 May 21, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Searchlight II TBO-W, L.P.

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)
 05/17/2018

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 Director by Deputization

C/O SEARCHLIGHT CAPITAL PARTNERS, L.P., 745 FIFTH AVENUE, 27TH FLOOR

(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
 ___X___ Form filed by More than One Reporting Person

NEW YORK, NY 10151

(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)
Common Stock, par value \$0.0001 per share	05/17/2018		P	368,800	A \$ 1.1685 368,800	D	
Common Stock, par value \$0.0001 per share	05/18/2018		P	200,000	A \$ 1.2603 568,800	D	

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

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(9-02)

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
2.75% Convertible Senior Notes due 2035 ⁽²⁾ ⁽³⁾	⁽⁴⁾	05/17/2018		J ⁽⁵⁾		1,000 ⁽⁵⁾		⁽⁶⁾ ⁽⁷⁾	02/15/2035	Common Stock, par value \$0.0001 per share	⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Searchlight II TBO-W, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151		X		Director by Deputization
Searchlight II TBO GP, LLC C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151		X		
SC II PV TBO, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151		X		
Searchlight Capital II (FC) AIV, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151		X		

SC II TBO, L.P.
C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. X
745 FIFTH AVENUE, 27TH FLOOR
NEW YORK, NY 10151

Searchlight Capital Partners II GP, L.P.
C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. X
745 FIFTH AVENUE, 27TH FLOOR
NEW YORK, NY 10151

Searchlight Capital Partners II GP, LLC
C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. X
745 FIFTH AVENUE, 27TH FLOOR
NEW YORK, NY 10151

Signatures

Searchlight II TBO-W, L.P., By: Searchlight II TBO GP, LLC, Its: general partner, By: /s/ Eric Zinterhofer, Authorized Person 05/21/2018

**Signature of Reporting Person Date

Searchlight II TBO GP, LLC, By: /s/ Eric Zinterhofer, Authorized Person 05/21/2018

**Signature of Reporting Person Date

SC II PV TBO, L.P., By: Searchlight Capital Partners II GP, L.P., Its: general partner, By: /s/ Eric Zinterhofer, Authorized Person 05/21/2018

**Signature of Reporting Person Date

Searchlight Capital II (FC) AIV, L.P., By: Searchlight Capital Partners II GP, L.P., Its: general partner, By: /s/ Eric Zinterhofer, Authorized Person 05/21/2018

**Signature of Reporting Person Date

SC II TBO, L.P., By: Searchlight Capital Partners II GP, L.P., Its: general partner, By: /s/ Eric Zinterhofer, Authorized Person 05/21/2018

**Signature of Reporting Person Date

Searchlight Capital Partners II GP, L.P., By: Searchlight Capital Partners II GP, LLC, Its: general partner, By: /s/ Eric Zinterhofer, Authorized Person 05/21/2018

**Signature of Reporting Person Date

Searchlight Capital Partners II GP, LLC, By: /s/ Eric Zinterhofer, Authorized Person 05/21/2018

**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) The price reported in Column 4 is a weighted average price. The shares purchased on May 17, 2018 were purchased in multiple transactions at prices ranging from \$1.02 to \$1.20, inclusive. The shares purchased on May 18, 2018 were purchased in multiple transactions at prices ranging from \$1.19 to \$1.32, inclusive. The Reporting Persons undertake to provide to the staff of the Securities and Exchange Commission, to any security holder of Global Eagle Entertainment Inc., or to Global Eagle Entertainment Inc., upon request, full information regarding the number of shares purchased at each separate price within the range set forth above.

(2) The 2.75% Convertible Senior Notes due 2035 (the "Convertible Notes") are owned by Searchlight II TBO-W, L.P. (the "Fund"). Searchlight II TBO GP, LLC ("Searchlight II TBO GP") is the general partner of the Fund. SC II PV TBO, L.P. ("SC II PV TBO"), Searchlight Capital II (FC) AIV, L.P. ("Searchlight Capital II (FC) AIV") and SC II TBO, L.P. ("SC II TBO") are the members of Searchlight II TBO GP. Searchlight Capital Partners II GP, L.P. ("Searchlight Capital Partners II GP LP") is the general partner of SC

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II PV TBO, Searchlight Capital II (FC) AIV and SC II TBO. Searchlight Capital Partners II GP, LLC ("Searchlight Capital Partners II GP") is the general partner of Searchlight Capital Partners II GP LP. By reason of the provisions of Rule 16a-1, each of the Reporting Persons herein may be deemed to be the beneficial owners of the Convertible Notes beneficially owned by the Fund. (cont'd in FN 3)

- (3) (cont'd from FN 2) Each of the Reporting Persons, other than the Fund, hereby disclaims beneficial ownership of all securities, except to the extent of any indirect pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (4) As of the date of this Form 4, the last reported conversion rate for the Convertible Notes was 53.9084 shares of common stock per \$1,000 principal amount of Convertible Notes, corresponding to a conversion price of approximately \$18.55 per share of common stock. The conversion rate is subject to adjustment in certain circumstances pursuant to the Indenture, dated as of February 18, 2015, between the Issuer and U.S. Bank National Associated, as trustee. Upon conversion of any Convertible Note, the Issuer will pay or deliver to the convertible noteholder cash, shares of common stock or a combination of cash and shares of common stock, at the Issuer's election.

- (5) The Fund purchased \$1,000,000 aggregate principal amount of the Convertible Notes for an aggregate purchase price of \$650,000 in open market transactions.

- (6) The Convertible Notes are convertible by holders any time prior to the close of business on the business day immediately preceding November 15, 2034, only if one or more of the following conditions has been satisfied: (1) during any calendar quarter beginning after March 31, 2015 if the closing price of the Issuer's common stock equals or exceeds 130% of the conversion price per share during a defined period at the end of the previous quarter, (2) during the five consecutive business day period immediately following any five consecutive trading day period in which the trading price per \$1,000 principal amount of Convertible Notes for each trading day was less than 98% of the product of the last reported sale price of the Issuer's common stock and the conversion rate on each such trading day; (3) if specified corporate transactions occur, or (cont'd in FN 7)

- (7) (cont'd from FN 6) (4) if the Issuer calls any or all of the Convertible Notes for redemption, at any time prior to the close of business on the second business day immediately preceding the redemption date. On or after November 15, 2034, until the close of business on the second scheduled trading day immediately preceding February 15, 2035, a holder may convert all or a portion of its Convertible Notes at any time, regardless of the foregoing circumstances.

- (8) \$1,000,000 aggregate principal amount of Convertible Notes.

Remarks:

The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended.

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.