

Global Eagle Entertainment Inc.
Form SC 13D/A
September 17, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

Global Eagle Entertainment Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

37951D 102

(CUSIP Number)

Harry E. Sloan

1450 2nd Street, Suite 247

Santa Monica, California 90401

(310) 209-7280

Copy to:

Joel L. Rubinstein, Esq.

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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)

September 11, 2014

(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.

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

2

(a)

(b)

3 SEC USE ONLY
SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

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

6

United States

NUMBER **SOLE**
OF **VOTING**
 POWER

SHARES ⁷

4,743,392

BENEFICIALLY shares (1)
8 **SHARED**

OWNED **VOTING**
BY **POWER**

EACH 0 shares
REPORTING SOLE
PERSON⁹ DISPOSITIVE
 POWER
WITH 4,743,392
 10 shares (1)
 SHARED
 DISPOSITIVE
 POWER

0 shares
 11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON

4,743,392 shares (1)
 12 CHECK IF THE
 AGGREGATE AMOUNT IN
 ROW (11) EXCLUDES
 CERTAIN SHARES (SEE
 INSTRUCTIONS) o
 PERCENT OF CLASS
 13 REPRESENTED BY
 AMOUNT IN ROW (11)

6.2 % (1)
 14 TYPE OF REPORTING
 PERSON (SEE
 INSTRUCTIONS)

IN

(1) Includes 1,759,824 shares issued to the Reporting Person in exchange for 5,280,001 Warrants which the Reporting Person tendered to the Issuer in accordance with the terms and conditions of the Offer described herein. See Items 5 and 6.

This Amendment No. 6 amends and restates, where indicated, the statement on Schedule 13D relating to the Common Stock of the Issuer filed by the Reporting Person with the Securities and Exchange Commission on May 23, 2011, as amended on March 4, 2013, April 5, 2013, January 3, 2014, June 20, 2014 and August 26, 2014. Capitalized terms used in this Amendment No. 6 but not otherwise defined herein have the meanings given to them in the initial Schedule 13D, as amended to date.

The Reporting Person tendered 5,280,001 Warrants in exchange for 1,759,824 shares of the Issuer's Common Stock pursuant to an offer to exchange by the Issuer that expired on September 11, 2014. Accordingly, this Amendment No. 6 is being filed to report a material change in the number of shares of Common Stock beneficially owned by the Reporting Person. Except as otherwise set forth herein, this Amendment No. 6 does not modify any of the information previously reported by the Reporting Person 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 71,992,433 shares of the Issuer's Common Stock outstanding as of August 8, 2014 (which excludes 3,053,634 shares held by Advanced Inflight Alliance AG, the Issuer's wholly-owned subsidiary) plus 4,227,187 shares issued in connection with the Offer (as described below), as adjusted to reflect options held by the Reporting Person that are presently exercisable. As a result of the Issuer's acceptance of the tender of Warrants by the Reporting Person pursuant to the Offer described in Item 6, the Reporting Person beneficially owns an aggregate of 4,743,392 shares of Common Stock over which he has sole voting and dispositive power, representing 6.2% of the 76,219,620 shares of Common Stock that are currently outstanding.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

On August 13, 2014, the Issuer commenced an offer (the “Offer”) to all holders of its outstanding warrants exercisable for shares of the Common Stock that were originally issued in the Issuer’s initial public offering and in a private placement to the Issuer’s founders in connection with the Issuer’s initial public offering and which have an exercise price of \$11.50 per share (the “Warrants”), to exchange 0.3333 shares of Common Stock for every Warrant tendered by the holders thereof (approximately one share of Common Stock for every three Warrants tendered), up to a maximum of 15,000,000 Warrants, subject to proration, as described in the Issuer’s Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on August 13, 2014 (the “Schedule TO”). The Offer expired at 9:00 a.m., Eastern Time, on September 11, 2014. The terms and conditions of the Offer are described in the Offer to Exchange Letter (the “Offer Letter”) and the related Letter of Transmittal, each of which were filed as exhibits to the Schedule TO.

In connection with the Offer, on August 13, 2014, the Reporting Person entered into an agreement (the “Tender Support Agreement”) with the Issuer, pursuant to which he agreed to tender pursuant to the Offer all of the 5,280,001 Warrants he beneficially owned in accordance with the terms and conditions of the Offer as set forth in the Offer Letter. The foregoing description of the Tender Support Agreement is qualified in its entirety by reference to the text of the Tender Support Agreement, which is incorporated by reference as an exhibit to this Amendment No. 6. In accordance with the Tender Support Agreement, the Reporting Person tendered 5,280,001 Warrants to the Issuer. On September 12, 2014, the Offer settled, and the Issuer issued 1,759,824 shares of Common Stock to the Reporting Person in exchange for the Warrants tendered.

Item 7. Material to Be Filed as Exhibits.

Exhibit No.	Description
1	Tender Support Agreement, dated as of August 13, 2014, between Global Eagle Entertainment Inc. and Harry E. Sloan (filed as Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on August 19, 2014 and incorporated herein by reference).

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: September 16, 2014

By: /s/ Joel L. Rubinstein

Joel L. Rubinstein

Attorney-in-Fact for Harry E. Sloan