

Searchlight Capital Partners II GP, LLC

Form 4

May 25, 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

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(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)  
05/23/2018

\_\_\_\_ 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<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 (A)<br>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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.0001<br>per share | 05/23/2018                              |                                                             | P                                    | 90,382                                                                  | A \$ 1.9136 1,737,776                                                                                              | D (2) (3)                                                               |                                                                   |
|                                                        |                                         |                                                             |                                      |                                                                         | (1)                                                                                                                |                                                                         |                                                                   |
| Common<br>Stock, par<br>value<br>\$0.0001<br>per share | 05/24/2018                              |                                                             | P                                    | 30,290                                                                  | A \$ 1.96 1,768,066                                                                                                | D (2) (3)                                                               |                                                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

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

NEW YORK, NY 10151

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

X

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

X

## Signatures

Searchlight II TBO-W, L.P., By: Searchlight II TBO GP, LLC, Its: general partner, By: /s/  
Eric Zinterhofer, Authorized Person 05/25/2018

\_\_Signature of Reporting Person

Date

Searchlight II TBO GP, LLC, By: /s/ Eric Zinterhofer, Authorized Person 05/25/2018

\_\_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 05/25/2018

\_\_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 05/25/2018

\_\_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 05/25/2018

\_\_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 05/25/2018

\_\_Signature of Reporting Person

Date

Searchlight Capital Partners II GP, LLC, By: /s/ Eric Zinterhofer, Authorized Person 05/25/2018

\_\_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 23, 2018 were purchased in multiple transactions at prices ranging from \$1.88 to \$1.95, 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 securities 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 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 securities beneficially owned by the Fund.
- (3)

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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.

### 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.