Global Eagle Entertainment Inc.
Form 424B5
February 13, 2015

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-188121

PROSPECTUS SUPPLEMENT
(To prospectus dated August 22, 2013)

3,300,000 Shares
GLOBAL EAGLE ENTERTAINMENT INC.
Common Stock
$13.25 per share

The selling stockholders are offering all of the shares of our common stock under this prospectus supplement. The selling stockholders include certain members of our board of directors (or trusts for the benefit of their family). See Selling Stockholders. We will not receive any proceeds from the sale of shares by the selling stockholders.

The last reported sale price of our common stock on February 11, 2015 was $12.95 per share.
Trading symbol: NASDAQ Capital Market ENT
Concurrently with this offering, we are offering $75,000,000 aggregate principal amount of our 2.75% Convertible Senior Notes due 2035 (or a total of $82,500,000 aggregate principal amount if the initial purchasers exercise in full their option to purchase additional Convertible Notes), which we refer to as the Convertible Notes, pursuant to a separate private placement. Neither offering is contingent upon the completion of the other. We cannot assure you that the concurrent private offering of Convertible Notes will be completed. See Concurrent Private Offering of Convertible Notes.

This investment involves risks. See Risk Factors beginning on page S-10 of this prospectus supplement and on page 3 of our Annual Report on Form 10-K for the year ended December 31, 2013, as amended, or our 2013 Form 10-K, and in our subsequently filed Quarterly Reports on Form 10-Q, which are incorporated by reference in this prospectus supplement and the accompanying base prospectus.

	Per Share	Total
Public offering price	$ 13.25	$ 43,725,000
Underwriting discount[(1)]	$ 0.1515	$ 499,950
Proceeds, before expenses, to selling stockholders	$ 13.0985	$ 43,225,050

(1) See Underwriting for a description of the compensation payable to the underwriters.

The underwriters have a 30-day option to purchase up to 495,000 additional shares of common stock from one of the selling stockholders to cover over-allotments, if any, at a per share price equal to the per share public offering price.

The underwriters expect to deliver the shares against payment on or about February 18, 2015.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying base prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

Joint Book-Running Managers

Piper Jaffray **Macquarie Capital**

The date of this prospectus supplement is February 12, 2015

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying base prospectus are part of a registration statement that we filed with the U.S. Securities and Exchange Commission, or SEC, utilizing a shelf registration process. The shelf registration statement was declared effective by the SEC on August 22, 2013. This prospectus supplement describes the specific details regarding this offering and may add, update or change information contained in the accompanying base prospectus. The accompanying base prospectus provides general information about us, some of which, such as the section entitled Plan of Distribution, may not apply to this offering.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement or the accompanying base prospectus. If information in this prospectus supplement is inconsistent with the accompanying base prospectus or the information incorporated by reference, you should rely on this prospectus supplement. This prospectus supplement, together with the accompanying base prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying base prospectus, includes all material information relating to this offering. We and the selling stockholders have not authorized anyone to provide you with different or additional information. The selling stockholders are not making an offer to sell or soliciting an offer to buy these shares in any jurisdiction where the offer is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying base prospectus, and the documents incorporated by reference into this prospectus supplement and the accompanying base prospectus is accurate only as of the respective dates of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates. **You should carefully read this prospectus supplement, the accompanying base prospectus, the information and documents incorporated herein and therein by reference and the additional information under the heading Where You Can Find More Information**.

We further note that the representations, warranties and covenants made by us or the selling stockholders in any agreement that is filed as an exhibit to any document that is incorporated by reference into this prospectus supplement or the accompanying base prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

Unless the context requires otherwise, references in this prospectus supplement and the accompanying base prospectus to Global Eagle, Global Eagle Entertainment, the Company, we, us, our and similar terms refer to Global Entertainment Inc. and its subsidiaries.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

We make forward-looking statements in this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying base prospectus within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to expectations or forecasts for future events, including, without limitation, our use of proceeds from the concurrent offering of Convertible Notes, if consummated, our earnings, Adjusted EBITDA, revenues, expenses or other future financial or business performance or strategies, or the impact of legal or regulatory matters on our business, results of operations or financial condition. These statements may be preceded by, followed by or include the words may, might, will, will likely result, should, estimate, plan, project, forecast, intend, expect, anticipate, bel target or similar expressions. These forward-looking statements are based on information available to us as of the date they were made, and involve a number of risks and uncertainties which may cause them to turn out to be wrong. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include:

our ability to expand our domestic and international business, including our ability to grow our business with current and potential future airline partners and successfully partner with satellite service providers, including Hughes Network Systems and SES S.A.;

our ability to grow through acquisitions, and the ability of our management to integrate acquisitions and manage growth profitably;

our obligations under the Convertible Notes that are being concurrently offered, and our ability to successfully use the proceeds therefrom, if such offering is completed;

our management s ability to recognize changing trends in the systems, services and business model requirements of our current and potential future customers;

our ability to sustain historic levels of revenue from our TV Flies Free offering on Southwest Airlines and our ability to replicate this model with other airlines;

the ability of our content segment to provide unique content curation and delivery services attractive to non-theatrical customers, including the airlines and studios;

the outcome of any legal proceedings pending or that may be instituted against us;

changes in laws or regulations that apply to us or our industry;

our ability to recognize and timely implement future technologies in the content delivery space, including wireless content delivery, and the satellite connectivity space, including Ku-HTS and other competing satellite technologies, system developments and deployments;

our ability to deliver end-to-end connectivity network performance sufficient to meet the increasing demands of our airline customers and their passengers;

our ability to generate sufficient service revenues to recover costs associated with equipment subsidies and other start-up expenses that we may incur in connection with sales of our connectivity solution;

our ability to obtain and maintain regulatory and international authorizations to operate our connectivity service over the airspace of foreign jurisdictions our customers utilize;

our ability to timely and cost-effectively identify and license television, audio and media content that airlines and/or passengers demand and will purchase;

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general economic and technological circumstances in the satellite transponder market, including access to transponder capacity in limited regions and successful launch of replacement transponder capacity where and when applicable;

our ability to obtain and maintain licenses for content used on legacy installed in-flight entertainment systems and next generation in-flight entertainment systems;

the loss of, or failure to realize benefits from, agreements with our airline partners;

the loss of relationships with original equipment manufacturers or dealers;

unfavorable economic conditions in the airline industry and economy as a whole, and in particular arising from sanctions against Russia and the instability in the Middle East;

the reliance on third-party satellite service providers and equipment and other suppliers, including single source providers and suppliers;

the effects of service interruptions or delays, technology failures, material defects or errors in our software or hardware, damage to our network resources, disruption of our content delivery systems or geopolitical restrictions;

the limited operating history of our connectivity and in-flight television and media products;

costs associated with defending pending or future intellectual property infringement actions and other litigation or claims;

increases in our projected capital expenditures due to, among other things, unexpected costs incurred in connection with the roll out of our technology roadmap or our international expansion plans, including managing rapid changes in available competitive technologies and product development of such technologies;

fluctuation in our operating results;

the demand for in-flight broadband Internet access services and market acceptance for our products and services; and

other risks and uncertainties set forth in this prospectus supplement, the accompanying base prospectus and in our 2013 Form 10-K and any subsequently filed Quarterly Reports on Form 10-Q, which are incorporated herein by reference.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying base prospectus. This summary does not contain all of the information that you should consider before deciding to invest in our securities. You should read this entire prospectus supplement and the accompanying base prospectus carefully, including the section entitled Risk Factors beginning on page S-10 and our consolidated financial statements and the related notes and the other information incorporated by reference into this prospectus supplement and the accompanying base prospectus.

Our Business

We are a leading full service provider of content, connectivity and digital media solutions for airlines. Through our comprehensive product and services platform, we provide over 150 domestic and international airlines with a wide range of in-flight solutions, including Wi-Fi, movies, television, music, interactive software, as well as portable in-flight entertainment, or IFE, solutions, content management services, e-commerce solutions and original content development. Our business is comprised of two operating segments: Connectivity and Content.

Connectivity

Our Connectivity segment provides our airline partners and their passengers with Wi-Fi connectivity over Ku-band satellite transmissions. Our Connectivity segment offers specialized network equipment, media applications and premium content services that allow airline passengers to access in-flight Internet, live television, on-demand content, shopping and travel-related information. As of December 31, 2014, with our Connectivity solution installed on 624 aircraft, we have online one of the largest fleets of in-flight entertainment and Internet connected aircraft capable of operating over land and sea.

Our Connectivity business generates revenue primarily through the sale of equipment and Wi-Fi Internet, advertising and sponsorship and other related services.

Our Connectivity business was formed in 2004, its Wi-Fi connectivity system was first deployed by a domestic commercial airline in 2009 and its broadband services became fully operational in 2010. Following the completion of its licensed and operational in-flight broadband system in 2010, we commenced installation of our equipment on Southwest Airlines and began to generate revenues from operations. Hughes Network Systems, LLC, a global satellite services company, provides us exclusive satellite coverage across North America.

Our Connectivity business has achieved the following customer milestones through February 2015:

2010	Southwest Airlines Co.;
2011	Norwegian Air Shuttle;
2011	WirelessG (Mango Airlines);
2012	Transaero Airlines;
2012	Icelandair;
2014	Air China (trial);
2014	NOK Air; and
2014	Air France (trial).

The combined satellite coverage with these customers spans from Alaska to Japan, covering North America, the North Atlantic, Europe, and a substantial portion of the Middle East, Russia and Asia.

Content

Our Content segment selects, manages and distributes wholly-owned and licensed media content, video and music programming, applications and games to over 150 airlines worldwide, as well as to the

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maritime and other away-from-home non-theatrical markets. Our Content business generates revenue primarily through the licensing of acquired and third party media content, video and music programming, and video games, and secondarily from value added services such as selection, purchase, production, customer support and technical adjustment of content in connection with the integration and servicing of in-flight entertainment programs. Our Content segment s operations are primarily focused on:

acquiring in-flight entertainment, or IFE, licenses for major Hollywood, independent and international film and television productions, and marketing such distribution rights to the airline, maritime and other non-theatrical markets such as schools;

making content available for IFE systems and all associated services; and

providing services ranging from the selection, purchase, production and technical adjustment of content to customer support in connection with the integration and servicing of IFE programs.

Our Content segment addresses a variety of technical needs of airlines relating to content irrespective of the particular onboard IFE system being used. We provide comprehensive support for a broad-range of traditional, new and emerging technologies. Our technical services include encoding, editing and meta-data services that we perform in-house in technical facilities in Singapore, Auckland (New Zealand), and California. These technical facilities also enable us to provide a full range of tailored digital production solutions including corporate videos, safety videos, animated video content, podcasts and broadcast quality radio shows.

Our Content services also include the development of graphical user interfaces for a variety of in-flight entertainment applications, database management related to the overall management of in-flight entertainment and both the technical integration of content and the operation of the varied content management systems found on commercial aircraft across the globe.

We have the largest market share in international in-flight gaming content. Our creative teams work to produce casual games customized to suit the in-flight environment. We also acquire multi-year licenses from reputable game publishers to adapt third party branded games and concepts for in-flight use from partners such as Disney, EA, Popcap, Tetris, Namco Bandai, DK and Berlitz. Our Content services include cultural expertise to adapt the software we deliver to the language and cultural specificities of each airline customer s passenger demographics. In addition, our Content business develops software applications for the next generation of in-flight entertainment systems, including interactive electronic menus and magazines.

We continually develop next generation products for supplying IFE on aircraft. Some of these products include our WISE™, Wireless Inflight Services and Entertainment, software platform that allows passengers to stream a variety of content on their personal electronic devices during their flight, and other products in development to allow for the storage and delivery of large amounts of content on aircraft.

Recent Developments

Expected Full-Year and Fourth Quarter 2014 Results

Our financial results for the full year and fourth quarter of 2014 are not yet finalized. However, the following information reflects our preliminary expectations with respect to such results:

Revenue. We expect to report full-year 2014 revenue in the range of $383 million to $388 million and, accordingly, fourth quarter 2014 revenue in the range of $96.3 million to $101.3 million.

Adjusted EBITDA and Operating Loss Before Income Taxes. We expect to report full-year 2014 Adjusted EBITDA in the range of $29.7 million to $31.5 million and, accordingly, fourth quarter 2014 Adjusted EBITDA in the range of $9.3 million to $11.1 million. We expect to report full-year 2014 operating loss before income taxes in the range of $46.1 million to $47.1 million and, accordingly, fourth quarter 2014 operating loss before income taxes in the range of $20.0 million to $21.0 million.

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Cash Capital Expenditures. We expect to report full-year 2014 cash capital expenditures in the range of $8.5 million to $9.5 million.

New Aircraft Installations. We expect to report full-year 2014 new aircraft installations of our connectivity system of 101.

The estimated full-year and fourth quarter 2014 results are preliminary, unaudited and subject to completion, reflect management s estimates based solely upon information available to it as of the date of this prospectus supplement and are not a comprehensive statement of our financial results for the full year or fourth quarter of 2014. Such preliminary estimates are subject to the closing of the full year and fourth quarter of 2014 and finalization of year-end financial and accounting procedures (which have yet to be completed) and should not be viewed as a substitute for full-year or quarterly financial statements prepared in accordance with generally accepted accounting principles in the United States of America, or GAAP. Our independent registered public accounting firm, Ernst & Young LLP, has not audited, reviewed or performed any procedures with respect to these preliminary estimates or the accounting treatment thereof and does not express an opinion or any other form of assurance with respect thereto.

We have provided ranges for certain of the preliminary results described above primarily because our financial closing procedures for the full-year and fourth quarter 2014 are not yet complete, and we do not expect to complete our financial statements for the full year and fourth quarter of 2014 until after completion of this offering. As a result, there is a possibility that our full-year and fourth quarter 2014 financial results could vary from these preliminary estimates. We currently expect that the full-year and fourth quarter 2014 revenue, Adjusted EBITDA and full-year cash capital expenditures will be within the ranges estimated above. However, we caution you that such estimates are forward-looking statements and are not guarantees of future performance or outcomes, and that actual results may differ materially. In addition to the completion of our financial closing procedures, and the procedures and audit to be conducted by Ernst & Young LLP, factors that could cause actual results to differ from those described above are set forth above under Cautionary Note Regarding Forward-Looking Statements and are set forth and incorporated by reference below under Risk Factors. Accordingly, you should not place undue reliance upon this preliminary information. You should read this information together with our financial statements and the related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations for prior periods incorporated by referenced into this prospectus supplement.

Adjusted EBITDA Description and Reconciliation

To supplement our consolidated financial statements, which are prepared and presented in accordance with GAAP, we present Adjusted EBITDA, which is a non-GAAP financial measure, as a measure of our performance. The presentation of Adjusted EBITDA is not intended to be considered in isolation or as a substitute for, or superior to, net income (loss), operating loss before income taxes or any other performance measures derived in accordance with GAAP or as an alternative to net cash provided by operating activities or any other measures of our cash flow or liquidity. For more information on this non-GAAP financial measure, please see the reconciliation table and notes thereto below.

Adjusted EBITDA is the primary measure used by our management and board of directors to understand and evaluate our financial performance and operating trends, including period to period comparisons, to prepare and approve our annual budget and to develop short and long term operational plans. Additionally, Adjusted EBITDA is the primary measure used by the compensation committee of our board of directors to establish the funding targets for and fund the annual bonus pool for our employees and executives. We believe our presentation of Adjusted EBITDA is useful to investors both because it allows for greater transparency with respect to key metrics used by management in its financial and operational decision-making and our management frequently uses it in discussions with investors, commercial bankers, securities analysts and other users of our financial statements.

We define Adjusted EBITDA as operating loss before income taxes before, when applicable, other income (expense), interest expense (income), depreciation and amortization, as further adjusted to eliminate the impact of, when applicable, stock-based compensation, acquisition and realignment costs, restructuring charges, F/X gain (loss) on intercompany loans and any gains or losses on certain asset sales or

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dispositions. Other income (expense), acquisition and realignment costs and restructuring charges include such items, when applicable, as (a) non-cash GAAP purchase accounting adjustments for certain deferred revenue and costs, (b) legal, accounting and other professional fees directly attributable to acquisition activity, (c) employee severance payments and third party professional fees directly attributable to acquisition or corporate realignment activities, (d) certain non-recurring expenses associated with our expansion into China that did not generate associated revenue in 2014, (e) legal settlements or reserves for legal settlements in the period that pertain to historical matters that existed at acquired companies prior to their purchase date, (f) impairment of a portion of certain receivables directly attributable to a customer undergoing economic hardships from recent trade sanctions imposed by the European Union and the United States on Russia, (g) changes in the fair value of our derivative financial instruments and (h) any restructuring charges in the period pursuant to our integration plan announced on September 23, 2014. Management does not consider these costs to be indicative of our core operating results.

Adjusted EBITDA has limitations as an analytical tool. Some of these limitations are:

Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
Adjusted EBITDA does not reflect our cash requirements in connection with legal settlements;
Adjusted EBITDA does not reflect the impact of the failure of one of our customers to pay certain amounts owed to us as a result of recent trade sanctions imposed by the European Union and the United States on Russia;
Adjusted EBITDA does not reflect our interest expense, or the cash requirements necessary to service interest or principal payments on our debt;
Adjusted EBITDA excludes the impact of certain foreign denominated assets and liabilities translated to U.S. currency exchange rates on our business;
Adjusted EBITDA does not reflect our tax expense or the cash requirements to pay our taxes;
Adjusted EBITDA does not reflect historical capital expenditures or future requirements for capital expenditures or contractual commitments;
Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements; and
Other companies in our industry may calculate Adjusted EBITDA differently, limiting its usefulness as a comparative measure.

The following table sets forth a reconciliation of our expected fourth quarter and full-year 2014 Adjusted EBITDA to expected fourth quarter and full-year 2014 operating loss before income taxes.

(Preliminary estimates, unaudited) (Range of estimates in millions)	Three Months Ended December 31, 2014		Year Ended December 31, 2014	
Operating loss before income taxes[1]	($20.0)	($21.0)	($46.1)	($47.1)
Other (income) expense[2]	$10.1	$12.2	$12.8	$14.9
Depreciation and amortization	$8.5		$34.5	
Stock-based compensation	$1.8		$8.3	
Acquisition and realignment costs[3]	$7.4	$8.0	$16.1	$16.7
Restructuring charges[4]	$1.5	$1.6	$4.1	$4.2
Adjusted EBITDA	**$9.3**	**$11.1**	**$29.7**	**$31.5**

(1) Adjusted EBITDA is reconciled to operating loss before income taxes rather than net income (loss) attributable to common stockholders because our financial closing and review procedures for the

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fourth quarter and full-year of 2014 have not been completed, and as a result, as of the date of this prospectus supplement, our income tax provision for the periods presented cannot yet be calculated.

(2) Other income (expense) principally includes the change in fair value of our derivative financial instruments of approximately $7.5 million in the fourth quarter of 2014 and $7.0 million for the full-year 2014, certain non-recurring expenses through the third quarter of 2014 associated with our expansion into China that did not generate associated revenue in 2014, and a one-time non-cash impairment provision recorded during the fourth quarter of 2014 on certain accounts receivables owed for equipment shipped to a Russian customer in 2013 and the first half of 2014. At December 31, 2014, the Russian customer had a total outstanding accounts receivable balance of $4.1 million. While this customer has agreed in principle to a multi-year payment plan on these outstanding receivables beginning late in the first quarter of 2015, we believe that the recent trade sanctions imposed by the European Union and the United States on Russia may alone or in combination continue to adversely affect the collectability of such accounts receivable, and as a result we recorded a one-time impairment provision of $4.1 million during the fourth quarter of 2014, which is included in our estimated fourth quarter 2014 and full-year 2014 GAAP operating loss before income taxes. Of this, $2.8 million, which relates solely to our cost in the underlying equipment shipped to this customer, is included in other income (expense). Management does not consider these costs to be indicative of our core operating results.

(3) Acquisition and realignment costs include such items, when applicable, as (a) non-cash GAAP purchase accounting adjustments for certain deferred revenue and costs, (b) legal, accounting and other professional fees directly attributable to acquisition activity, (c) employee severance payments and third party professional fees directly attributable to acquisition or corporate realignment activities and (d) legal settlements or reserves for legal settlements in the period that pertain to historical matters that existed at acquired companies prior to their purchase date. Management does not consider these costs to be indicative of our core operating results.

(4) Includes restructuring expenses pursuant to our integration plan announced on September 23, 2014. Management does not consider these costs to be indicative of our core operating results.

Concurrent Private Offering of Convertible Notes

Concurrently with this offering, we are offering $75,000,000 aggregate principal amount of our Convertible Notes (or a total of $82,500,000 aggregate principal amount if the initial purchasers exercise in full their option to purchase additional Convertible Notes), pursuant to a separate private placement. Neither offering is contingent upon the completion of the other. We cannot assure you that the concurrent private offering of Convertible Notes will be completed. We intend to use the net proceeds from the private offering of Convertible Notes for working capital and general corporate purposes, including possible acquisitions, ongoing and future capital investments in new product development and technologies, and costs associated with expanding our customer base in new and emerging markets. However, we have no current commitments or obligations with respect to any acquisitions.

The Convertible Notes, if issued, will bear interest at a rate of 2.75% per year, payable semiannually in arrears on February 15 and August 15 of each year, beginning August 15, 2015. The Convertible Notes will mature on February 15, 2035, unless earlier repurchased, redeemed or converted. Prior to November 15, 2034, the Convertible Notes will be convertible at the option of holders of the Convertible Notes only upon the satisfaction of certain conditions and during certain periods, and thereafter, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. Upon conversion, the Convertible Notes will be convertible into cash, shares of our common stock or a combination thereof at our election at an initial conversion rate of 53.9084 shares of common stock per $1,000 principal amount of Convertible Notes (equivalent to an initial conversion price of approximately $18.55 per share of common stock). The conversion rate will be subject to adjustment if certain events occur.

The Convertible Notes will be subject to repurchase at the option of the holders on February 20, 2022, February 20, 2025 and February 20, 2030 and upon the occurrence of certain change in control transactions or liquidation, dissolution or delisting events at a repurchase price equal to 100% of the principal amount of the Convertible Notes being repurchased, plus accrued and unpaid interest.

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The Convertible Notes will be redeemable by us at our option on or after February 20, 2019 upon the satisfaction of a sale price condition with respect to our common stock and on or after February 20, 2022 without regard to the sale price condition. See Concurrent Private Offering of Convertible Notes for more information about our concurrent offering of Convertible Notes and the terms thereof.

The private offering of Convertible Notes is being made exclusively by a separate offering memorandum. This prospectus supplement and the accompanying prospectus shall not be deemed an offer to sell or a solicitation of an offer to buy the Convertible Notes. The Convertible Notes will not be registered under the Securities Act of 1933, or the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from the requirements of the Securities Act. The Convertible Notes will be offered only to qualified institutional buyers as defined under Rule 144A of the Securities Act.

Amendment to Credit Agreement

On February 6, 2015, we entered into a Consent to our Loan and Security Agreement, dated as of December 22, 2014, by and among Citibank, N.A. (Citibank), the Company, and the direct or indirect domestic subsidiaries of the Company listed on Schedule 1 thereto or otherwise a party thereto from time to time (the Credit Agreement), pursuant to which Citibank consented to the issuance by us of the Convertible Notes and agreed that such issuance, and complying with the terms thereof, shall not constitute an event of default under the Credit Agreement, provided that such compliance shall be in accordance with the terms of the Credit Agreement as amended by such Consent.

Corporate Information

Our principal executive office is located at 4553 Glencoe Avenue, Los Angeles, California 90292 and our telephone number is (310) 437-6000. Our website address is *http://www.geemedia.com/*. The information contained on our website is not incorporated by reference into, and does not form any part of, this prospectus supplement or the accompanying base prospectus. We have included our website address as a factual reference and do not intend it to be an active link to our website.

Row 44®, *Giving Broadband Wings*®, the Global Eagle Entertainment and Row 44 logos, and other trademarks or service marks of Global Eagle and its subsidiaries appearing or incorporated by reference in this prospectus supplement and the accompanying base prospectus, are the property of Global Eagle or one of its subsidiaries. Trade names, trademarks and service marks of other companies appearing or incorporated by reference in this prospectus supplement and the accompanying base prospectus are the property of their respective owners. We do not intend our use or display of other companies trade names, trademarks or service marks to imply relationships with, or endorsements of us by, these other companies.

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THE OFFERING

Common stock offered by the selling stockholders:
3,300,000 shares.

Underwriters over-allotment option:
The underwriters have a 30-day option to purchase up to 495,000 additional shares of common stock from one of the selling stockholders to cover over-allotments, if any.

Common stock to be outstanding immediately after this offering:
76,916,011 shares of common stock.(1)

Use of proceeds
We will not receive any of the proceeds from the sale of the shares of common stock by the selling stockholders.

Ticker symbol
Our common stock is listed on The NASDAQ Capital Market and trades under the symbol ENT.

Risk factors
See Risk Factors for a discussion of factors that you should consider carefully before deciding to invest in shares of our common stock.

(1) The number of shares of our common stock to be outstanding immediately after this offering is based on the number of shares of our common stock outstanding as of December 31, 2014, and excludes the following:

3,053,634 shares of common stock held by Global Entertainment AG, our wholly-owned subsidiary;

5,711,415 shares of common stock issuable upon the exercise of stock options outstanding as of December 31, 2014 under our 2013 Equity Incentive Plan, as amended, with a weighted average exercise price of approximately $10.61 per share;

59,594 shares of restricted stock units outstanding as of December 31, 2014 under our 2013 Equity Incentive Plan, as amended;

1,182,472 shares of common stock currently reserved for future issuance as of December 31, 2014 under our 2013 Equity Incentive Plan, as amended;

10,148,508 shares of our common stock issuable upon exercise of outstanding warrants to purchase shares of our common stock at an exercise price of $11.50 per share; and

1,456,051 shares of our common stock issuable upon exercise of outstanding warrants to purchase shares of our common stock with a weighted average exercise price of $9.09 per share.

In addition, the number of shares of our common stock to be outstanding immediately after this offering excludes the shares of our common stock potentially issuable upon conversion of the Convertible Notes being offered by us in the concurrent private Convertible Notes offering.

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA

The following tables provide a summary of our historical consolidated financial information as of the dates and for the periods indicated. You should read this information together with Management s Discussion and Analysis of Financial Condition and Results of Operations included in our 2013 Form 10-K and our Quarterly Reports on Form 10-Q and our consolidated financial statements and the related notes thereto, all of which are incorporated by reference into this prospectus supplement.

The summary historical consolidated financial data as of September 30, 2014 and for the nine months ended September 30, 2014 and 2013 have been derived from our unaudited condensed consolidated financial statements included in our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 and filed with the SEC on November 7, 2014. The summary historical consolidated financial data as of December 31, 2013 and for the year ended December 31, 2013 have been derived from our audited consolidated financial statements and related notes included in our 2013 Form 10-K incorporated by reference into this prospectus supplement. We consummated a business combination transaction on January 31, 2013 with Row 44 and AIA. For accounting purposes, Row 44 was determined to be the accounting acquirer in the business combination transaction. As a result, the summary historical consolidated financial data as of December 31, 2012 and for each of the years ended December 31, 2012 and 2011 have been derived from the audited financial statements of Row 44 included in our 2013 Form 10-K incorporated by reference into this prospectus supplement.

The presented financial information for the year ended December 31, 2013 includes the financial information of Row 44 for the period January 1, 2013 to December 31, 2013 (365 days), the financial information of the Company and AIA for the period January 31, 2013 to December 31, 2013 (335 days), as well as the financial information of Post Modern Edit, LLC and related entities, which we acquired on July 10, 2013, for the period July 10, 2013 to December 31, 2013 (174 days) and the U.K.-based parent of IFE Services Limited, which we acquired on October 18, 2013, for the period October 18, 2013 to December 31, 2013 (74 days).

Our historical results are not necessarily indicative of our results to be expected in any future period, and our unaudited interim results for any interim period are not necessarily indicative of our results expected for the full year or any future period.

Consolidated Statements of Operations Data:	Nine Months Ended September 30,		Year Ended December 31,		
(In thousands, except per share amounts)	2014	2013	2013	2012	2011
	(unaudited)	*(unaudited)*			
Revenue	$286,736	$179,862	$259,722	$69,210	$33,637
Operating Expenses:					
Cost of sales	213,341	139,571	197,938	76,897	35,947
Sales and marketing expenses	10,119	8,444	10,330	3,935	3,129
Product development	15,561	5,946	9,068	2,646	3,392
General and administrative	51,440	53,860	70,629	14,534	9,552
Amortization of intangible expense	18,613	8,470	17,281	34	25
Restructuing Charges	2,606				
Total operating expenses	311,680	216,291	305,246	98,046	52,045

Loss from operations	(24,944)	(36,429)	(45,524)	(28,836)	(18,408)
Other income (expense):					
Interest income (expense), net	44	(726)	(2,417)	(10,368)	(233)
Change in value of derivative financial instruments	555	(7,107)	(63,961)	(3,576)	
Other income (expense)	(1,786)	571	(1,000)	(23)	(60)
Total other income (expense)	(1,187)	(7,262)	(67,378)	(13,967)	(293)

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Consolidated Statements of Operations Data:	Nine Months Ended September 30,		Year Ended December 31,		
(In thousands, except per share amounts)	2014	2013	2013	2012	2011
	(unaudited)	*(unaudited)*			
Income (loss) before income taxes	(26,131)	(43,691)	(112,902)	(42,803)	(18,701)
Income tax provision	3,552	1,754	1,839		
Net loss	(29,683)	(45,445)	(114,741)	(42,803)	(18,701)
Non-controlling interest	194	89	290		
Net loss attributable to common stockholders	$(29,877)	$(45,534)	(115,031)	$(42,803)	$(18,701)
Net loss per share:					
Net loss attributable to common stock per share basic and diluted	$(0.41)	$(0.89)	(2.17)	$(2.24)	$(1.35)
Weighted average number of common shares outstanding basic and diluted	72,284	51,106	53,061	19,148	13,883

Consolidated Balance Sheet Data:	As of December 31,		As of September 30,
	2013	2012	2014
			(unaudited)
Cash and cash equivalents and marketable securities	$ 258,796	$ 2,088	$ 209,637
Total assets	578,883	29,437	544,077
Total liabilities	222,699	28,020	208,721
Total equity	356,184	1,417	335,356

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RISK FACTORS

Investing in our common stock involves risks. Before you make a decision to buy any shares offered hereby, you should carefully consider the specific risks and uncertainties set forth above under Cautionary Note Regarding Forward-Looking Statements, the risks described below in this prospectus supplement, and the risks described under Risk Factors in the accompanying base prospectus and in our 2013 Form 10-K and any subsequently filed Quarterly Reports on Form 10-Q, which are incorporated herein by reference. If any of these risks actually occur, it may materially harm our business, financial condition, liquidity and results of operations. As a result, the market price of our common stock could decline, and you could lose all or part of your investment. Additionally, the risks and uncertainties described in this prospectus supplement, the accompanying base prospectus or in any document incorporated by reference herein or therein are not the only risks and uncertainties that we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business.

Risks Related to this Offering and our Common Stock

Our stock price has been volatile and may continue to be volatile in the future and this volatility may affect the price at which you could sell your shares of common stock.

The trading price of our common stock has been volatile and may continue to be volatile in response to various factors, some of which are beyond our control. Any of the factors listed below could have a material adverse effect on an investment in our common stock:

actual or anticipated fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us;

changes in the market s expectations about our operating results;

success of competitors;

our operating results failing to meet the expectation of securities analysts or investors in a particular period;