Global Eagle Entertainment Inc.
Form 10-Q/A
July 09, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 2)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2013

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 001-35176

GLOBAL EAGLE ENTERTAINMENT INC.

(Exact name of registrant as specified in its charter)

Delaware	**27-4757800**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
4353 Park Terrace Drive	
Westlake Village, California	**91361**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (818) 706-3111

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨ Accelerated filer þ Non-accelerated filer ¨ Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No þ

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

(Class)	**(Outstanding as of May 10, 2013)**
COMMON STOCK, $0.0001 PAR VALUE	**35,724,655 SHARES***
NON-VOTING COMMON STOCK, $0.0001 PAR VALUE	**19,118,233 SHARES**

* Excludes 3,054,634 shares held by Advanced Inflight Alliance AG, a majority-owned subsidiary of the registrant.

EXPLANATORY NOTE

Global Eagle Entertainment Inc. (the "Company") is filing this Amendment No. 2 (this "Amendment") to its Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, originally filed with the United States Securities and Exchange Commission (the "Commission") on May 15, 2013, as amended by Amendment No. 1 thereto on Form 10-Q/A filed with the Commission on May 15, 2013 (as amended, the "Form 10-Q"). The sole purpose of this Amendment is to file a revised redacted version of Exhibit 10.1 (the "Exhibit") under Item 6 of Part II in response to comments received from the staff of the Commission in connection with the Company's request for confidential treatment of certain information that was redacted from the Exhibit. Except as described above, this Amendment does not modify or update disclosures in the Form 10-Q and does not reflect subsequent events occurring after the original filing of the Form 10-Q. Accordingly, this Amendment should be read in conjunction with the Form 10-Q, which continues to speak as of the original filing date of the Form 10-Q.

Item 6. EXHIBITS

(a) Exhibits

Exhibit	Description
10.1*	Amendment 14, dated February 19, 2013, to Master Services Agreement, dated December 21, 2007, by and between Hughes Network Systems, LLC and Row 44, Inc.
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.1#	Section 1350 Certification of Chief Executive Officer
32.2#	Section 1350 Certification of Chief Financial Officer
101.1#	The following financial information from our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 formatted in eXtensible Business Reporting Language (XBRL): (i) Unaudited Consolidated Statements of Comprehensive Income for the three months ended March 31, 2013 and 2012; (ii) Consolidated Balance Sheets as of March 31, 2013 (Unaudited) and December 31, 2012; (iii) Unaudited Consolidated Statement of Stockholders' Equity for the three months ended March 31, 2013; (iv) Unaudited Consolidated Statements of Cash Flows for the three months ended March 31, 2013 and 2012; and (v) Notes to Unaudited Consolidated Financial Statements.

* Confidential treatment has been requested for certain portions omitted from this Exhibit pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.

Previously filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 9th day of July 2013.

GLOBAL EAGLE ENTERTAINMENT INC.

By: /s/ David M. Davis
David M. Davis
Chief Financial Officer and Treasurer
(principal financial officer)

EXHIBIT INDEX

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