

Searchlight Capital Partners II GP, LLC
 Form 3
 April 05, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Searchlight II TBO-W, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O SEARCHLIGHT CAPITAL PARTNERS, L.P., 745 FIFTH AVENUE, 27TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10151</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/27/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Global Eagle Entertainment Inc. [ENT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (specify below)</p> <p>Director by Deputization</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|--|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|--|---|---|--|

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| | | | Shares | | | or Indirect (I) (Instr. 5) |
|--------------------------------|---------------------|------------|--|------------|---------|-----------------------------------|
| Penny Warrants ⁽¹⁾ | Â ⁽²⁾⁽³⁾ | 03/27/2028 | Common Stock, par value \$0.0001 per share | 18,065,775 | \$ 0.01 | D ⁽⁴⁾ ⁽⁵⁾ Â |
| Market Warrants ⁽¹⁾ | Â ⁽⁶⁾⁽⁷⁾ | 03/27/2028 | Common Stock, par value \$0.0001 per share | 13,000,000 | \$ 1.57 | D ⁽⁴⁾ ⁽⁵⁾ Â |

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 | Â | Â X | Â | Director by Deputization |
| Searchlight II TBO GP, LLC C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151 | Â | Â X | Â | Â |
| SC II PV TBO, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151 | Â | Â X | Â | Â |
| Searchlight Capital II (FC) AIV, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151 | Â | Â X | Â | Â |
| SC II TBO, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151 | Â | Â X | Â | Â |
| Searchlight Capital Partners II GP, L.P. C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10151 | Â | Â X | Â | Â |
| Searchlight Capital Partners II GP, LLC C/O SEARCHLIGHT CAPITAL PARTNERS, L.P. 745 FIFTH AVENUE, 27TH FLOOR | Â | Â X | Â | Â |

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 | 04/05/2018 |
| __Signature of Reporting Person | Date |
| Searchlight II TBO GP, LLC, By: /s/ Eric Zinterhofer, Authorized Person | 04/05/2018 |
| __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 | 04/05/2018 |
| __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 | 04/05/2018 |
| __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 | 04/05/2018 |
| __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 | 04/05/2018 |
| __Signature of Reporting Person | Date |
| Searchlight Capital Partners II GP, LLC, By: /s/ Eric Zinterhofer, Authorized Person | 04/05/2018 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) On March 27, 2018, the Issuer sold to Searchlight II TBO-W, L.P. warrants to acquire an aggregate of 18,065,775 shares of the Issuer's common stock, par value \$0.0001 per share (the "Common Stock"), at an exercise price of \$0.01 per share (the "Penny Warrants"), and warrants to acquire an aggregate of 13,000,000 shares of Common Stock at an exercise price of \$1.57 per share (the "Market Warrants" and, together with the Penny Warrants, the "Warrants").
- (2) The Penny Warrants will vest and become exercisable on January 1, 2021, if the 45-day volume-weighted average price of the Common Stock is at or above \$4.00 at any time following March 27, 2018 (the "PW Vesting Date"). The Penny Warrants are exercisable at any time and from time to time after the PW Vesting Date until on or prior to the close of business on March 27, 2028. The holders of the Penny Warrants cannot exercise the Penny Warrants if and to the extent, as a result of such exercise, either (i) such holder's (together with its affiliates) aggregate voting power on any matter that could be voted on by holders of the Common Stock would exceed 19.9% of the maximum voting power outstanding or (ii) such holder (together with its affiliates) would beneficially own more than 19.9% of the then outstanding Common Stock, subject to customary exceptions in connection with public sales or the consummation of a specified liquidity event described in the Penny Warrants. (cont'd in FN 3)
- (3) (cont'd from FN 2) Notwithstanding the foregoing, the Penny Warrants automatically will vest upon the occurrence of certain change of control events or certain liquidity events.
- (4) 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. (cont'd in FN 5)

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- (5) (cont'd from FN 4) 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.

- (6) The Market Warrants will vest and become exercisable on January 1, 2021, if the 45-day volume-weighted average price of the Common Stock is at or above \$2.40 at any time following March 27, 2018 (the "MW Vesting Date"). The Market Warrants are exercisable at any time and from time to time after the MW Vesting Date until on or prior to the close of business on March 27, 2028. (cont'd in FN 7)

- (7) (cont'd from FN 6) The holders of the Market Warrants cannot exercise the Market Warrants if and to the extent, as a result of such exercise, either (i) such holder's (together with its affiliates) aggregate voting power on any matter that could be voted on by holders of the Common Stock would exceed 19.9% of the maximum voting power outstanding or (ii) such holder (together with its affiliates) would beneficially own more than 19.9% of the then outstanding Common Stock, subject to customary exceptions in connection with public sales or the consummation of a specified liquidity event described in the Market Warrants. Notwithstanding the foregoing, the Market Warrants automatically will vest upon the occurrence of certain change of control events or certain liquidity events.

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Remarks:

The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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