

Global Eagle Entertainment Inc.  
Form 8-K  
August 16, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **August 11, 2017**

**GLOBAL EAGLE ENTERTAINMENT INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-35176</b> (Commission File Number)	<b>27-4757800</b> (I.R.S. Employer Identification Number)
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**6100 Center Drive, Suite 1020, Los Angeles, CA 90045**

(Address, including zip code, of principal executive offices)

**(310) 437-6000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On August 11, 2017, Global Eagle Entertainment Inc. (the Company or we ) received a notification from the Listing Qualifications Department of The NASDAQ Stock Market LLC ( NASDAQ ) stating that the Company is in continued non-compliance with NASDAQ Listing Rule 5250(c)(1) because it has not yet filed its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017 and remains delinquent in filing its Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017. The NASDAQ letter has no immediate effect on the listing of the Company s common stock on The NASDAQ Capital Market.

The Company previously submitted to NASDAQ the Company s plan to regain compliance with the NASDAQ Listing Rule. NASDAQ has accepted that plan and granted the Company until September 12, 2017 to regain compliance. After that date, the Company may appeal any delisting determination to a NASDAQ Hearings Panel before a delisting occurs.

**Item 7.01 Regulation FD Disclosure.**

On August 16, 2017, the Company issued a press release announcing its receipt of the foregoing NASDAQ letter. We have attached a copy of that press release as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

We incorporate by reference herein the Exhibit Index following the signature page to this Current Report on Form 8-K.

**SIGNATURES**

Pursuant to the requirements 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.

**GLOBAL EAGLE ENTERTAINMENT  
INC.**

By: /s/ Paul Rainey  
Name: Paul Rainey  
Title: Chief Financial Officer

Date: August 16, 2017

