

Global Eagle Entertainment Inc.
Form 8-K
November 21, 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): November 16, 2017

GLOBAL EAGLE ENTERTAINMENT INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35176
(Commission
File Number)

27-4757800
(IRS Employer
Identification No.)

6100 Center Drive, Suite 1020, Los Angeles, California 90045

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: 310-437-6000

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))

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 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 November 16, 2017, Global Eagle Entertainment Inc. (the Company or we) received a notification (the Q3 2017 Nasdaq 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 September 30, 2017.

Nasdaq previously granted the Company s requested extension until November 30, 2017 to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the 2016 Form 10-K) and until January 31, 2018 to file its Quarterly Reports on Forms 10-Q for the quarterly periods ended March 31, June 30, and September 30, 2017 (the 2017 Form 10-Qs). The Q3 2017 Nasdaq Notification does not affect the terms of that extension related to the continued listing of the Company s common stock. The Company satisfied the extension requirement relating to its 2016 Form 10-K when it completed that filing on November 17, 2017. The Company continues to make progress towards satisfying the extension requirement relating to its 2017 Form 10-Qs.

Item 7.01 Regulation FD Disclosure.

On November 21, 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 preceding the signature page to this Current Report on Form 8-K.

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------|--|
| 99.1 | <u>Press Release, dated November 21, 2017.</u> |

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SIGNATURE

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 hereunto duly authorized.

**GLOBAL EAGLE ENTERTAINMENT
INC.**

By: /s/ Stephen Ballas
Name: Stephen Ballas
Title: EVP & General Counsel

Dated: November 21, 2017