

KOENIG PEGGY
Form 3
July 31, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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>Â EMC HoldCo 2 B.V.</p> <p>(Last) (First) (Middle)</p> <p>C/O ABRY PARTNERS, LLC, Â 888 BOYLSTON STREET, 16TH FLOOR</p> <p>(Street)</p> <p>BOSTON, Â MA Â 02199</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/27/2017</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>___ Director <u>X</u> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person <u>X</u> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---|
| Common Stock, \$0.0001 par value per share | 4,557,906 | D | Â |
| Common Stock, \$0.0001 par value per share | 5,080,049 | I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> | By EMC Acquisition Holdings, LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> |

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)

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EMC HoldCo 2 B.V. C/O ABRY PARTNERS, LLC 888 BOYLSTON STREET, 16TH FLOOR BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| ABRY Partners VII Co-Investment Fund, L.P. C/O ABRY PARTNERS, LLC 888 BOYLSTON STREET, 16TH FLOOR BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| ABRY Partners VII, L.P. C/O ABRY PARTNERS, LLC 888 BOYLSTON STREET, 16TH FLOOR BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| ABRY Investment Partnership, L.P. C/O ABRY PARTNERS, LLC 888 BOYLSTON STREET, 16TH FLOOR BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| Grossman Jay M. C/O ABRY PARTNERS, LLC 888 BOYLSTON STREET, 16TH FLOOR BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| KOENIG PEGGY C/O ABRY PARTNERS, LLC 888 BOYLSTON STREET, 16TH FLOOR BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Kostas Sofronas, Authorized Person of EMC Holdco 2 B.V. | 07/31/2017 |
| **Signature of Reporting Person | Date |
| /s/ Kostas Sofronas, Authorized Person of ABRY VII Capital Investors, LLC, general partner of ABRY VII Capital Partners, L.P., which is the general partner of ABRY Partners VII, L.P. | 07/31/2017 |
| **Signature of Reporting Person | Date |
| /s/ Kostas Sofronas, Authorized Person of ABRY VII Capital Investors, LLC, member of ABRY Partners VII Co-Investment GP, LLC, which is the general partner of ABRY Partners | 07/31/2017 |

VII Co-Investment Fund, L.P.

| __Signature of Reporting Person | Date |
|--|------------|
| /s/ Kostas Sofronas, Authorized Person of ABRY Investment GP, LLC, which is the general partner of ABRY Investment Partnership, L.P. | 07/31/2017 |
| __Signature of Reporting Person | Date |
| /s/ Jay Grossman | 07/31/2017 |
| __Signature of Reporting Person | Date |
| /s/ Peggy Koenig | 07/31/2017 |
| __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).

The securities are held directly by EMC Acquisition Holdings, LLC ("EMC Acquisition Holdings"). EMC Holdco 2 B.V. ("EMC Holdco 2") is the direct owner of 80.64% of the common stock of EMC Acquisition Holdings and has voting and dispositive power over the securities held directly by EMC Acquisition Holdings. In the aggregate, EMC Holdco 2 beneficially owns 9,637,955, or 10.6%, of the issued and outstanding shares of the common stock of Global Eagle Entertainment Inc., based on 90,594,470 shares outstanding as of July 27, 2017.

(1) Each of Karina Franciska Johanna Jansen, Djonie Maria Angela Spreuwers, Tomer Yosef-Or, and Robert Joseph Nicewicz, Jr. is a managing director of EMC Holdco 2. Each such person may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2. EMC Holdco 1 Cooperatief U.A. ("EMC Holdco 1") is the sole owner of EMC Holdco 2 and may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2.

(2) EMC Aggregator, LLC ("EMC Aggregator"), is the direct owner of 99.0% of the common stock of EMC Holdco 1 and EMC Aggregator Sub, LLC, the wholly-owned subsidiary of EMC Aggregator ("EMC Aggregator Sub"), is the direct owner of 1.0% of the common stock of EMC Holdco 1. Each of EMC Aggregator and EMC Aggregator Sub may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 1. Each of Ingrid Mulder, Sidney Stacie, Marc Hollander, Corfas B.V., Charles J. Brucato III, Brian St. Jean and Messrs. Yosef-Or and Nicewicz is a director of EMC Holdco 1. Each such person or entity may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 1.

(3) As the direct owner of 96.72429% of the equity interests of EMC Aggregator, ABRY Partners VII, L.P. ("ABRY Partners VII") also may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2. As the direct owner of 3.19196% of the equity interests of EMC Aggregator, ABRY Partners VII Co-Investment Fund, L.P. ("ABRY Partners VII Co-Investment Fund") also may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2. As the direct owner of 0.08375% of the equity interests of EMC Aggregator, ABRY Investment Partnership, L.P. ("ABRY Investment Partnership") also may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2.

(4) Each of James Scola and Messrs. Yosef-Or and Brucato is a member of the board of directors of each of EMC Aggregator and EMC Aggregator Sub and may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2.

(5) ABRY Partners VII Co-Investment GP, LLC ("ABRY Partners VII Co-Investment GP"), the general partner of ABRY Partners VII, may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2. ABRY VII Capital Partners, L.P. ("ABRY VII Capital Partners"), the general partner of ABRY Partners VII, may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2. ABRY Partners Capital Investors, LLC ("ABRY Partners Capital Investors"), the general partner of each of ABRY Partners VII Co-Investment GP and ABRY VII Capital Partners, may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2.

(6) ABRY Investment GP, LLC ("ABRY Investment GP"), the general partner of ABRY Investment Partnership, may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2. ABRY Partners Capital Investors, LLC ("ABRY Partners Capital Investors"), the general partner of each of ABRY Partners VII Co-Investment GP and ABRY VII Capital Partners, may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2. Each of Jay Grossman and Peggy Koenig, equal members and managers of each of ABRY Investment GP and ABRY Partners Capital Investors, may be deemed to share voting and dispositive power with respect to any securities beneficially owned by EMC Holdco 2.

(8)

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As a result, each of EMC Acquisition Holdings, EMC Holdco 2, EMC Holdco 1, EMC Aggregator, EMC Aggregator Sub, Corfas B.V., ABRY Partners VII, ABRY Partners VII Co-Investment Fund, ABRY Investment Partnership, ABRY Partners VII Co-Investment GP, ABRY VII Capital Partners, ABRY Partners Capital Investors, ABRY Investment GP, ABRY Partners Capital Investors, Mses. Jansen, Spreuwens, Mulder and Koenig and Messrs. Yosef-Or, Nicewicz, Stacie, Hollander, Brucato, St. Jean, Scola, and Grossman (collectively, the "Reporting Persons") may be deemed to have or share beneficial ownership of the securities held directly by EMC Acquisition Holdings.

- (9) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. This filing shall not be deemed an admission that the Reporting Persons are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any securities reported herein for purposes of Section 16 of the Exchange Act otherwise.

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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