

Global Eagle Entertainment Inc.
Form SC 13G/A
February 14, 2018

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

GLOBAL EAGLE ENTERTAINMENT INC.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

37951D102

(CUSIP Number)

December 28, 2017

(Date of Event with Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 37951D102

- | | | | |
|---|--|--|------------|
| 1. | Names of Reporting Persons ABRY Partners VII, L.P. | | |
| 2. | Check the Appropriate Box if a Member of a Group | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input checked="" type="radio"/> | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place of Organization Delaware | | |
| | 5. | Sole Voting Power | 0 |
| Number of Shares Beneficially Owned by Each Reporting Person With | 6. | Shared Voting Power | 9,637,955* |
| | 7. | Sole Dispositive Power | 0 |
| | 8. | Shared Dispositive Power | 9,637,955* |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) | | 10.6* |
| 12. | Type of Reporting Person PN | | |

* Based on 90,782,791 shares of the Issuer's Common Stock outstanding as of January 22, 2018.

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- | | | |
|---|---|--|
| 1. | Names of Reporting Persons ABRY Partners VII Co-Investment Fund, L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 9,637,955* |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 9,637,955* |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 9,637,955* | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 10.6* | |
| 12. | Type of Reporting Person PN | |

* Based on 90,782,791 shares of the Issuer's Common Stock outstanding as of January 22, 2018.

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1. Names of Reporting Persons
ABRY Investment Partnership, L.P.
2. Check the Appropriate Box if a Member of a Group
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 9,637,955* |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 9,637,955* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,637,955*
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
10.6*
12. Type of Reporting Person
PN

* Based on 90,782,791 shares of the Issuer's Common Stock outstanding as of January 22, 2018.

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1. Names of Reporting Persons
EMC Aggregator, LLC
2. Check the Appropriate Box if a Member of a Group
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 9,637,955* |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 9,637,955* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,637,955*
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
10.6*
12. Type of Reporting Person
OO

* Based on 90,782,791 shares of the Issuer's Common Stock outstanding as of January 22, 2018.

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- | | | |
|---|---|--|
| 1. | Names of Reporting Persons EMC Acquisition Holdings LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 5,080,049* |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 5,080,049* |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 5,080,049* | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 5.6* | |
| 12. | Type of Reporting Person OO | |

* Based on 90,782,791 shares of the Issuer's Common Stock outstanding as of January 22, 2018.

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1. Names of Reporting Persons
Jay Grossman
2. Check the Appropriate Box if a Member of a Group
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States of America
- | | | |
|---|----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 9,637,955* |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 9,637,955* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,637,955*
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
10.6*
12. Type of Reporting Person
IN

* Based on 90,782,791 shares of the Issuer's Common Stock outstanding as of January 22, 2018.

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- | | | |
|---|---|--|
| 1. | Names of Reporting Persons Peggy Koenig | |
| 2. | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization United States of America | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 9,637,955* |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 9,637,955* |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 9,637,955* | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 10.6* | |
| 12. | Type of Reporting Person IN | |

* Based on 90,782,791 shares of the Issuer's Common Stock outstanding as of January 22, 2018.

CUSIP No. 37951D102

STATEMENT ON SCHEDULE 13G

This Amendment No. 2 (this Amendment) relates to the Schedule 13G (the Schedule 13G), as amended, dated August 5, 2016, filed jointly by ABRY Partners VII, L.P., ABRY Partners VII Co-Investment Fund, L.P., ABRY Investment Partnership, L.P., EMC Holdco 2 B.V., Jay Grossman and Peggy Koenig with respect to their ownership of shares of common stock, par value \$0.0001 per share (the Shares), of Global Eagle Entertainment Inc. (the Issuer).

This is the Initial Schedule 13G being filed by EMC Aggregator, LLC, as successor in interest to EMC Holdco 2 B.V., pursuant to an reorganization described below. EMC Holdco 2 B.V. is no longer a filer with respect to this Schedule 13G.

Item 1.

- (a) Name of Issuer:
Global Eagle Entertainment Inc.
- (b) Address of Issuer's Principal Executive Offices:
4553 Glencoe Avenue, Los Angeles, CA 90292

Item 2.

- (a) Name of Person Filing:
ABRY Partners VII, L.P.

ABRY Partners VII Co-Investment Fund, L.P.

ABRY Investment Partnership, L.P.

EMC Aggregator, LLC

EMC Acquisition Holdings LLC

Jay Grossman

Peggy Koenig
- (b) (the Reporting Persons)
Address of Principal Business Office or, if none, Residence:
c/o ABRY Partners, 888 Boylston Street, 16th Floor, Boston, MA 02199
- (b) Citizenship:
See Item 4 of each cover page.
- (b) Title of Class of Securities:
Common stock, \$0.0001 par value per share.
- (b) CUSIP Number:
37951D102

Item 3.

Not Applicable

CUSIP No. 37951D102

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

On December 28, 2017, EMC Aggregator LLC became the direct owner of 4,557,906, or 5.0%, of the Shares of the Issuer, based on 90,782,791 Shares outstanding as of January 22, 2018, as a result of the transfer of such shares from EMC Holdco 2 B.V. to EMC Aggregator, LLC in connection with the dissolution of EMC Holdco 2 B.V. EMC Holdco 2 B.V. was an indirect wholly owned subsidiary of EMC Aggregator LLC.

As of December 28, 2017, EMC Aggregator LLC owns 84.3% of the member interests of and controls EMC Acquisition Holdings LLC (EMC Acquisition Holdings).

As of July 27, 2017, EMC Acquisition Holdings owns 5,080,049, or 5.6%, of the Shares of the Issuer, based on 90,782,791 Shares outstanding as of January 22, 2018.

As a result, EMC Aggregator LLC is the beneficial owner of 9,637,955, or 10.6%, of the Shares of the Issuer, based on 90,782,791 Shares outstanding as of January 22, 2018.

As the direct owner of 96.72429% of the equity interests of EMC Aggregator, LLC, ABRY Partners VII, L.P., a Delaware limited partnership, also may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC. As the direct owner of 3.19196% of the equity interests of EMC Aggregator, LLC, ABRY Partners VII Co-Investment Fund, L.P., a Delaware limited partnership, also may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC. As the direct owner of 0.08375% of the equity interests of EMC Aggregator, ABRY Investment Partnership, L.P. also may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC. Each of James Scola and Messrs. Yosef-Or and Brucato is a member of the board of directors of each of EMC Aggregator, LLC and may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

ABRY Partners VII, L.P., ABRY Partners VII Co-Investment Fund, L.P. and ABRY Investment Partnership, L.P. disclaims beneficial ownership of such Shares beneficially owned by EMC Aggregator, LLC.

ABRY VII Capital Partners, L.P., a Delaware limited partnership, the general partner of ABRY Partners VII, L.P., may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

ABRY Partners VII Co-Investment GP, LLC, a Delaware limited liability company, the general partner of ABRY Partners VII Co-Investment Fund, L.P., may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

ABRY VII Capital Investors, LLC, a Delaware limited liability company, the general partner of ABRY VII Capital Partners, L.P. and member of ABRY Partners VII Co-Investment GP, LLC, may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

ABRY GP, a Delaware limited liability company, the general partner of ABRY Investment Partnership, L.P., may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

Each of Mr. Jay Grossman and Ms. Peggy Koenig, equal members and managers of each of ABRY GP and ABRY VII Capital Investors, LLC, may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by EMC Aggregator, LLC, but disclaims beneficial ownership of such Shares.

ABRY Partners VII, L.P. is party to a nomination agreement (the ABRY Nomination Agreement) to nominate one individual for election to the Issuer s board of directors. Effective February 12, 2018, ABRY Partners VII, L.P. terminated such right. The ABRY Nomination Agreement also requires that, subject to certain exceptions, ABRY Partners VII, L.P. and its affiliates will be subject to a standstill provision. This provision prohibits ABRY Partners VII, L.P. and its affiliates from taking certain actions to influence or control the Issuer (including acquiring additional securities of the Issuer) until six months after the termination of ABRY Partners VII, L.P. s nomination right.

The address of the principal business office of each individual named above who is an affiliate of EMC Aggregator, LLC is c/o ABRY Partners, 888 Boylston Street, 16th Floor, Boston, MA 02199. Each such individual who is an affiliate of ABRY Partners is a citizen of the United States.

(b)

Percentage of class:

See Item 11 of each cover page, which is based upon Item 6 of each cover page. See also Item 4(a) above.

(c)

Number of shares as to which such person has:

(i)

Sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii)

Shared power to vote or to direct the vote:

See Item 6 of each cover page.

(iii)

Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv)

Shared power to dispose or to direct the disposition of:

See Item 8 of each cover page.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

CUSIP No. 37951D102

Item 8. **Identification and Classification of Members of the Group.**
Not Applicable

Item 9. **Notice of Dissolution of Group.**
Not Applicable

CUSIP No. 37951D102

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

Signature

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 14, 2018

EMC ACQUISITION HOLDINGS LLC

By: /s/ Tomer Yosef-Or
Name: Tomer Yosef-Or
Title: Authorized Person

ABRY PARTNERS VII, L.P.

By: ABRY VII Capital Partners, L.P.
Its General Partner

By: ABRY VII Capital Investors, LLC
Its General Partner

By: /s/ Jay Grossman
Name: Jay Grossman
Title: Authorized Person

ABRY PARTNERS VII CO-INVESTMENT FUND, L.P.

By: ABRY Partners VII Co-Investment GP, LLC
Its General Partner

By: ABRY VII Capital Investors, LLC
Its Member

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By: /s/ Jay Grossman
Name: Jay Grossman
Title: Authorized Person

ABRY INVESTMENT PARTNERSHIP, L.P.

By: ABRY Investment GP, LLC
Its General Partner

By: /s/ Jay Grossman
Name: Jay Grossman
Title: Authorized Person

EMC AGGREGATOR, LLC

By: /s/ Tomer Yosef-Or
Name: Tomer Yosef-Or
Title: Authorized Person

/s/ Peggy Koenig
Peggy Koenig

/s/ Jay Grossman
Jay Grossman

| EXHIBIT NO. | DESCRIPTION |
|-------------|---|
| Exhibit 1 | Joint Filing Agreement by and among the Reporting Persons, dated as of February 14, 2018. |