Silver Eagle Acquisition Corp.

Form 4

March 06, 2015

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Graf James A

(First) (Middle)

1450 2ND STREET, SUITE 247

(Street)

2. Issuer Name and Ticker or Trading

Symbol

Silver Eagle Acquisition Corp.

[EAGL]

3. Date of Earliest Transaction

(Month/Day/Year) 03/01/2015

3.

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

below)

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) CFO, VP, Treasurer & Secretary

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

(City) (State) (Zip)

SANTA MONICA, CA 90401

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities

Securities Owned

Beneficially Following Reported Transaction(s)

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(Instr. 3 and 4)

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

(A)

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SEC 1474 (9-02)

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)					(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrants	\$ 5.75	03/01/2015		P	195,300		<u>(1)</u>	<u>(1)</u>	Common Stock	97,650	
Warrants	\$ 5.75						<u>(1)</u>	<u>(1)</u>	Common	377,625	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Graf James A			CEO VD					
1450 2ND STREET			CFO, VP,					
SUITE 247			Treasurer &					
SANTA MONICA, CA 90401			Secretary					

### **Signatures**

/s/ Elliott Smith, Attorney-in-Fact 03/06/2015

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
  - Exercisable beginning on the later of one year from the closing of the Issuer's initial public offering (the "Offering") or 30 days after the completion of the Issuer's initial business combination and will expire worthless if the Issuer does not complete an initial business
- (1) combination within 21 months from the closing of the Offering, or 24 months from the closing of the Offering if the Issuer has executed a letter of intent, agreement in principle or definitive agreement for an initial business combination within 21 months from the closing of the Offering.
- (2) These warrants represent approximately 5.3% of the Private Placement Warrants held by Global Eagle Acquisition LLC, the Issuer's sponsor.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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