

Silver Eagle Acquisition Corp.
Form 4
December 18, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
SLOAN HARRY

2. Issuer Name and Ticker or Trading Symbol
Silver Eagle Acquisition Corp.
[EAGL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1450 2ND STREET, SUITE 247
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

SANTA MONICA, CA 90401
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	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) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Warrants	\$ 5.75	12/17/2013	P	200,000		<u>(1)</u>	<u>(1)</u>	Common Stock	100,000
Warrants	\$ 5.75					<u>(1)</u>	<u>(1)</u>	Common Stock	7,125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLOAN HARRY 1450 2ND STREET SUITE 247 SANTA MONICA, CA 90401	X	X	Chairman & CEO	

Signatures

/s/ Joel Rubinstein,
Attorney-in-Fact

12/18/2013

__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) Represents the weighted average price of warrants acquired at prices ranging from \$0.430 to \$0.440. The reporting person will provide the details of such transactions to the Securities and Exchange Commission, the issuer or any shareholder of the issuer upon request.
- (3) Held by Global Eagle Acquisition LLC. The reporting person disclaims beneficial ownership of these warrants except to the extent of his actual pecuniary interest therein.

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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