Silver Eagle Acquisition Corp.
Form 4/A
August 01, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SLOAN HARRY

(Last) (First) (Middle)

1450 2ND STREET, SUITE 247

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
07/31/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.0001 per share	04/13/2013		A		9,500,000	A	$ 0.003	9,500,000	I	See Footnote (2)
Common Stock, par value $0.0001 per share	06/18/2013		J(5)		2,671,875	D	$ 0	6,828,125	I	See Footnote (2)
Common Stock, par	07/10/2013		S		66,500	D	$ 0.003	6,761,625	I	See Footnote

value $0.0001 per share									(2)
Common Stock, par value $0.0001 per share	07/30/2013		J(1)	475,000	D	$ 0	7,652,250 (3)	I	See Footnote (2)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Private Placement Warrants	$ 5.75	07/29/2013		A		14,250,000		(4)	(4)	Common Stock, par value $0.0001 per share	7,125,(

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/ Laura Rosenblum, Attorney-in-Fact	08/01/2013
**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).

(1) 475,000 shares were forfeited to the Issuer at no cost in connection with the partial exercise by the underwriters' of their over-allotment option, as described in the Issuer's registration statement on Form S-1 (File No.333-189498) (the "Registration Statement"). In addition, 20% of the shares held by Mr. Sloan are subject to forfeiture on the fifth anniversary of the completion of the Issuer's initial business combination unless following the Issuer's initial business combination the last sales price of the Issuer's common stock equals or exceeds certain specified amounts, as described in the Registration Statement.

(2) Held by Global Eagle Acquisition LLC. The reporting person disclaims beneficial ownership of these shares except to the extent of his actual pecuniary interest therein.

(3) Amount beneficially owned includes 13,300 shares received as a result of a stock dividend by the Issuer of 0.2 shares for each outstanding share of common stock of the Issuer.

(4) The Private Placement Warrants were issued prior to the Issuer's initial public offering and are identical to the warrants included in the units that were sold by the Issuer in its initial public offering (the "Offering"), except for those differences described in the Issuer's registration statement on Form S-1 (File No.333-189498). The Private Placement Warrants are exercisable beginning on the later of one year from the closing of 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 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.

(5) 2,671,875 shares were forfeited to the Company because the size of the initial public Offering was reduced.

Remarks:

This amendment to the Form 4 filed with the Securities and Exchange Commission on July 31, 2013 is being filed to correct th

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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