

Global Eagle Entertainment Inc.
Form DEFR14A
May 04, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the
Registrant
Check the appropriate box:

Preliminary proxy statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive proxy statement

Definitive additional materials

Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12
Global Eagle Entertainment Inc.

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No fee required.

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EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Definitive Proxy Statement on Schedule 14A that we filed with the U.S. Securities and Exchange Commission on April 27, 2018 to revise Proposal 2 therein. Although the revisions only affect Proposal 2, we have restated the entire Proxy Statement herein for our stockholders' convenience.

We have revised Proposal 2 to correct typographical errors under "Summary of the Amended Plan" Share reserve and award limits on page 53 of the original Proxy Statement. We have also revised Proposal 2 to request that our stockholders approve an Amended and Restated 2017 Omnibus Long-Term Incentive Plan (the "Amended and Restated 2017 Omnibus Plan"). The only difference between the current 2017 Omnibus Long-Term Incentive Plan (the "Current 2017 Omnibus Plan") and the proposed Amended and Restated 2017 Omnibus Plan that we have submitted for stockholder approval is an increase in number of shares available for issuance thereunder by two million shares. This is the same proposed amendment and share increase that we described in the original Proxy Statement. All other terms of the Current 2017 Omnibus Plan remain unchanged.

We revised this Proxy Statement as described above prior to printing and mailing it to our stockholders, such that our stockholders will only receive the revised Proxy Statement. We have also posted this revised Proxy Statement on our website at www.globaleagle.com under "Investor Relations" Financial Info.

April 27, 2018

**Global Eagle Entertainment
Inc.**

6100 Center Drive, Suite 1020

Los Angeles, California
90045

Dear Fellow Stockholders:

We cordially invite you to attend the 2018 Annual Meeting of Stockholders of Global Eagle Entertainment Inc. on Monday, June 25, 2018, at 12:00 p.m. (Pacific Time) at 6100 Center Drive, Third Floor, Los Angeles, California.

You can find details about the business that we will conduct at the Annual Meeting as well as other information about the Annual Meeting in the attached Notice of 2018 Annual Meeting of Stockholders and Proxy Statement. As a stockholder, we will ask you to vote on a number of proposals.

Whether or not you plan to attend the Annual Meeting, your vote is important. After reading the attached Notice of 2018 Annual Meeting of Stockholders and Proxy Statement, please promptly submit your proxy or voting instructions.

On behalf of the management team and your Board of Directors, thank you for your continued support and interest in our company.

Sincerely,

Josh Marks

Chief Executive Officer and Director

Notice of 2018 Annual Meeting of Stockholders

June 25, 2018

12:00 p.m. (Pacific Time)

The 2018 Annual Meeting of Stockholders of Global Eagle Entertainment Inc. (the Annual Meeting) will be held on June 25, 2018 at 12:00 p.m. (Pacific Time) at 6100 Center Drive, Third Floor, Los Angeles, California for the following purposes:

AGENDA:

- 1. Elect Stephen Hasker, Jeff Leddy and Josh Marks as Class I members of our Board of Directors;**
- 2. Approve an Amended and Restated 2017 Omnibus Long-Term Incentive Plan to increase the number of shares available for grant thereunder by two million shares;**
- 3. Approve (on an advisory basis) the compensation of our named executive officers for 2017;**
- 4. Ratify (on an advisory basis) the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and**
- 5. Transact any other business that properly comes before the Annual Meeting and any adjournment or postponement thereof.**

We describe these items of business in more detail in the Proxy Statement accompanying this Notice.

Only stockholders of record as of the close of business on April 26, 2018 are entitled to receive notice of, and to vote at, the Annual Meeting and any and all adjournments or postponements thereof. Stockholders who hold shares in street name may vote through their brokers, banks or other nominees.

Regardless of the number of shares you own or whether you plan to attend the Annual Meeting, please vote. All stockholders of record can vote (i) over the Internet by accessing the Internet website specified on the enclosed proxy card and following the instructions provided to you, (ii) by calling the toll-free telephone number specified on the enclosed proxy card and following the instructions when prompted, (iii) by written proxy by signing and dating the enclosed proxy card and returning it to us pursuant to the instructions under Other Matters How do I vote? on page 67 of this Proxy Statement or (iv) by attending the Annual Meeting and voting in person.

We encourage you to receive all proxy materials electronically. If you wish to receive these materials electronically, please follow the instructions on the proxy card. See also Other Matters Electronic Access to Proxy Statement and Annual Report on page 71 of the Proxy Statement for more information in this regard.

By Order of the Board of Directors,

Stephen Ballas

Executive Vice President, General Counsel and Corporate Secretary

April 27, 2018

HOW DO I VOTE?

INTERNET	BY PHONE	BY MAIL	IN PERSON
Visit the website listed on your proxy card	Call the telephone number on your proxy card	Sign, date and return your proxy card in the enclosed envelope	Attend the Annual Meeting

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE 2018 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 25, 2018**

This Notice of 2018 Annual Meeting and Proxy Statement and our 2017 Annual Report are available
on our website at www.globaleagle.com under Investors Financial Info.

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PROXY STATEMENT

FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS

To Be Held on June 25, 2018

This Proxy Statement is being furnished to stockholders of record of Global Eagle Entertainment Inc. (Global Eagle, the Company, we, us or our) as of the close of business on April 26, 2018 in connection with the solicitation by our Board of Directors (Board) of proxies for our 2018 Annual Meeting of Stockholders (the Annual Meeting) to be held at 6100 Center Drive, Third Floor, Los Angeles, California on Monday, June 25, 2018, at 12:00 p.m. (Pacific Time), or at any and all adjournments or postponements thereof, for the purposes stated in the Notice of 2018 Annual Meeting of Stockholders. This Proxy Statement and the enclosed form of proxy is being sent to our stockholders on or about May 9, 2018.

INTRODUCTORY INFORMATION

Why am I receiving these materials?

We have sent you these proxy materials because our Board is soliciting your proxy to vote at the Annual Meeting, including at any adjournments or postponements of the Annual Meeting. We invite you to attend the Annual Meeting to vote on the proposals described in this Proxy Statement. However, you do not need to attend the meeting to vote your shares. Instead, you may complete, sign and return the enclosed proxy card, or follow the instructions below to submit your proxy over the telephone or through the Internet.

How do I attend the Annual Meeting?

Stockholders may participate in the Annual Meeting by visiting 6100 Center Drive, Third Floor, Los Angeles, California on Monday, June 25, 2018, at 12:00 p.m. (Pacific Time). We discuss how to vote in person at the Annual Meeting below under Other Matters How do I vote? on page 67.

Who can vote at the Annual Meeting?

Only our stockholders of record at the close of business on April 26, 2018 (which is the record date for the Annual Meeting) will be entitled to vote at the Annual Meeting. On this record date, there were 90,936,719 shares of our common stock outstanding and entitled to vote. For ten days prior to the Annual Meeting, during normal business hours, we will make available for examination by any stockholder a complete list of all stockholders on the record date. We will make this list available at our offices at 6100 Center Drive, Suite 1020, Los Angeles, CA 90045. We will also make this list of stockholders available at the Annual Meeting.

Stockholders of Record: Shares Registered in Your Name

If at the close of business on April 26, 2018 your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, then you are a stockholder of record. As a stockholder of record, you may vote in person during the meeting or vote by proxy.

Beneficial Owners: Shares Registered in the Name of a Broker or Bank

If at the close of business on April 26, 2018 you held your shares in an account at a brokerage firm, bank, dealer or other similar organization, rather than in your own name, then you are a beneficial owner of shares held in street name and that organization will forward these proxy materials to you. The organization holding your account is considered

to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting without a legal proxy.

INTRODUCTORY INFORMATION

What am I voting on?

The matters scheduled for a vote are to:

1. Elect Stephen Hasker, Jeff Leddy and Josh Marks as Class I members of our Board (each to serve for a three-year term);
2. Approve an Amended and Restated 2017 Omnibus Long-Term Incentive Plan (the Amended and Restated 2017 Omnibus Plan);
3. Approve (on an advisory basis) the compensation of our named executive officers for 2017, as disclosed in this Proxy Statement; and
4. Ratify (on an advisory basis) the appointment of KPMG LLP (KPMG) as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

What are the recommendations of our Board?

Unless you give other instructions on your signed proxy card, or by telephone or on the Internet, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of our Board. We set forth the recommendations of our Board, together with a description of each item, in this Proxy Statement. In summary, our Board recommends a vote:

FOR the election of Stephen Hasker, Jeff Leddy and Josh Marks as Class I members of our Board (each to serve for a three-year term) (*see* Proposal 1);

FOR the approval of an Amended and Restated 2017 Omnibus Plan (*see* Proposal 2);

FOR the approval (on an advisory basis) of the compensation of our named executive officers for 2017 (*see* Proposal 3); and

FOR the ratification (on an advisory basis) of the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2018 (*see* Proposal 4).

How many votes do I have?

For each matter that we are submitting for your vote, you have one vote for each share of common stock that you owned at the close of business on April 26, 2018.

How many votes are needed to approve each proposal?

For Proposal 1 (the election of our Class I director nominees), the three director nominees will be elected if the votes cast FOR each such director nominee exceed the votes cast AGAINST that nominee. Votes to ABSTAIN and broker non-votes are not considered votes cast, and so will have no effect on the outcome of the nominee's election.

To be approved, Proposal 2 (the approval of an Amended and Restated 2017 Omnibus Plan) must receive FOR votes from the holders of a majority of the votes cast, *i.e.*, the votes cast FOR the Proposal must exceed the votes cast as AGAINST. Votes to ABSTAIN and broker non-votes are not considered votes cast, and so will have no effect on the outcome of this Proposal.

To be approved, Proposal 3 (the advisory approval of the compensation of our named executive officers for 2017) must receive FOR votes from the holders of a majority of votes cast, *i.e.*, the votes cast FOR the Proposal must exceed the votes cast as AGAINST. Votes to ABSTAIN and broker non-votes are not considered votes cast, and so will have no effect on the outcome of this Proposal. The outcome of this vote is advisory only, and will not be binding on us.

INTRODUCTORY INFORMATION

To be approved, Proposal 4 (the advisory ratification of the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2018) must receive **FOR** votes from the holders of a majority of the votes cast, *i.e.*, the votes cast **FOR** the Proposal must exceed the votes cast as **AGAINST**. Votes to **ABSTAIN** and broker non-votes are not considered votes cast, and so will have no effect on the outcome of this Proposal. (Note that in the absence of instructions from you, your broker may use its discretion to vote your shares on this Proposal. See **Other Matters** **What are broker non-votes ?** on page 70.) The outcome of this vote is advisory only, and will not be binding on us.

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PROPOSAL 1 ELECT CLASS I DIRECTOR NOMINEES

(STEPHEN HASKER, JEFF LEDDY AND JOSH MARKS)

Our Board currently consists of three classes (Classes I, II and III). Our stockholders elect one class of directors each year. All directors are elected for three-year terms or until their successors are elected and qualified, or, if sooner, until the director's death, resignation or removal.

At the Annual Meeting, our stockholders will vote to elect our Class I director nominees (Stephen Hasker, Jeff Leddy and Josh Marks), all of whom are incumbent directors. If elected, the Class I directors will each have a term expiring at the 2021 Annual Meeting of Stockholders. We set forth below on page 5 under Directors and Executive Officers information concerning each nominee for director. Each director nominee has agreed to serve if elected, and we have no reason to believe that any director nominee will be unable to serve the Company for the full three-year term.

Required Vote

This is an uncontested Board election. As such, under our by-laws, each nominee must receive the affirmative vote of a majority of the votes cast on his election, *i.e.*, the votes cast FOR such director nominee must exceed the votes cast AGAINST. Shares represented by executed proxies (but with no marking indicating FOR or AGAINST the nominee) will be voted FOR the election of the director nominees. Votes to ABSTAIN and broker non-votes are not considered votes cast, and so will have no effect on the outcome of the nominee's election. If any nominee becomes unavailable for election as a result of an unexpected occurrence (such as his death prior to the Annual Meeting), your shares will be voted FOR the election of a substitute nominee that we proposed.

Board Recommendation

OUR BOARD RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF STEPHEN HASKER, JEFF LEDDY AND JOSH MARKS AS CLASS I MEMBERS OF OUR BOARD AS OUTLINED IN THIS PROPOSAL 1.

DIRECTORS AND EXECUTIVE OFFICERS**Directors**

Name	Class I <i>(Term Expires at Upcoming 2018 Annual Meeting)</i>	Class II <i>(Term Expires at 2019 Annual Meeting)</i>	Class III <i>(Term Expires at 2020 Annual Meeting)</i>
Jeff Leddy, Board Chair	X		
Edward L. Shapiro, Lead Independent Director		X	
Jeffrey E. Epstein*	X		
Stephen Hasker	X		
Josh Marks	X		
Robert W. Reding			X
Jeff Sagansky		X	

Harry E. Sloan

X

Eric Sondag

X

Ronald Steger

X

Eric Zinterhofer

X

Total directors in Class

4

3

4

**Mr. Epstein has served on our Board since February 2013. He will not stand for re-election and will retire from our Board at the expiration of his current term at the Annual Meeting. We are grateful for his many years of service to our company.*

CLASS I DIRECTORS

Terms Expiring (and nominated for re-election) at the 2018 Annual Meeting of Stockholders

Stephen Hasker

Age: 48

Director Since:

April 2015

Stephen Hasker has been a member of our Board since April 2015. He has served on the board of directors of Appen Limited (ASX: APX) since April 2015, where he is a member of its Nomination and Remuneration Committee. He has been Chief Executive Officer of CAA Global since January 2018. He was previously the Global President and Chief Operating Officer of Nielsen Holdings PLC (NYSE: NLSN) from December 2015 to December 2017, and prior to that served as Nielsen's President, Global Products from November 2009 to January 2014. Mr. Hasker joined Nielsen in 2009 from McKinsey & Company, where he was a partner in McKinsey's Global Media, Entertainment and Information practice from 1998 to 2009. Prior to McKinsey, Mr. Hasker spent five years in several financial roles in the United States, Russia and Australia. Mr. Hasker has an undergraduate degree from the University of Melbourne and an MBA and a Masters in International Affairs from Columbia University. He is a member of the Australian Institute of Chartered Accountants.

Board Committees:

Audit, Compensation

We believe Mr. Hasker is qualified to serve on our Board due to his operational experience as Chief Executive Officer of CAA Global and as a public company executive at Nielsen N.V., and his overall experience with media and entertainment businesses.

Jeff Leddy

Age: 63

Director Since:

February 2013

Executive Chairman of the Company and Chairman of the Board Since:

April 2018

Board Committees:

None

Jeff Leddy has been Executive Chairman of our Company and Chairman of our Board of Directors since April 2018 and has served as a member of our Board of Directors since February 2013. He served as our Chief Executive Officer from February 2017 to March 2018. Mr. Leddy previously served as Chief Executive Officer of Verizon Telematics, Inc. (formerly Hughes Telematics, Inc. prior to its acquisition by Verizon Communications in July 2012) from December 2006 until January 2015 and served as a member of its board of directors from April 2006 to July 2012. From 2005 to 2011, he served on the boards of directors of various Hughes Communications-affiliated companies. From April 2003 through December 2006, Mr. Leddy served as Chief Executive Officer and President of SkyTerra Communications, Inc., and he served on its board of directors from 2006 to 2008. Prior to becoming Skyterra's Chief Executive Officer, Mr. Leddy served in the roles of President, Chief Operating Officer and Senior Vice President of Operations for that company. Mr. Leddy has a BA in Physics from the Georgia Institute of Technology and an MS in Electrical Engineering from Stanford University.

We believe Mr. Leddy is qualified to serve on our Board due to his extensive experience with satellite communications and telematics businesses and extensive executive experience, including his public company experience as a chief executive officer and director.

DIRECTORS AND EXECUTIVE OFFICERS***Josh Marks*****Age: 41****Director Since:****April 2018****Board Committees:****None**

Josh Marks joined our company in August 2015 and has served as our Chief Executive Officer and as a member of our Board of Directors since April 2018. He previously served as our Executive Vice President, Connectivity from April 2017 to March 2018, as our Executive Vice President, Aviation Connectivity from July 2016 to March 2017 and as our Senior Vice President, Operations Solutions from August 2015 through June 2016. From January 2011 to August 2015, Mr. Marks was the Chief Executive Officer and a Director of Marks Systems, Inc. (d/b/a masFlight), an aviation big-data analytics company that he co-founded and that we acquired in August 2015. From February 2008 to December 2010, Mr. Marks was the Chief Financial Officer and a Director of eJet Aviation Holdings, a provider of VIP aircraft maintenance services, and the Executive Director of the American Aviation Institute, a commercial aviation policy think-tank. From 2003 to 2008, Mr. Marks served as a senior executive of MAXjet Airways, a transatlantic premium airline he co-founded. Earlier in his career, Mr. Marks served as Associate Director of the George Washington University aviation institute and held key roles at two technology companies, Virtualis Systems (acquired by Allegiance Telecom) and VelociGen (acquired by SOA Software). Mr. Marks has a BA and an MBA from Harvard University.

We believe Mr. Marks is qualified to serve on our Board due to his broad aviation and transportation experience and extensive experience with companies in the technology and analytics industries.

CLASS II DIRECTORS*Terms Expiring at the 2019 Annual Meeting****Jeff Sagansky*****Age: 66**

Jeff Sagansky has been a member of our Board since January 2013. (He also served as our President from 2011 when we were formed as a special purpose acquisition company until January 2013 when we consummated our business combination with Row 44 and Advanced Inflight Alliance AG.) Mr. Sagansky has served on the board of directors of Platinum Eagle Acquisition Corp. (Nasdaq: EAGL) since December 2017 and on the board of directors of WillScot Corporation (Nasdaq: WSC) since November 2017, where he is a member of that board's Nominating and Corporate Governance Committee and its Compensation Committee. He served on the board of

Director Since:

May 2011

Board Committees:

Audit, Compensation

directors of Scripps Networks Interactive, Inc. (Nasdaq: SNI) from June 2008 to April 2018, and was a member of that board's Audit Committee and its Corporate Governance Committee; Videocon d2h Limited (Nasdaq: VDTH) from May 2016 to April 2018, and was a member of that board's Audit Committee; and Starz Entertainment (Nasdaq: STRZA, STRZB) from January 2013 until December 2016, and was a member of that board's Audit Committee and its Compensation Committee. Mr. Sagansky

was also previously President of Silver Eagle Acquisition Corp. (a special purpose acquisition company) from April 2013 until its business combination with Videocon in March 2015; President, CEO and a member of the board of directors of Double Eagle Acquisition Corp. (a special purpose acquisition company) from June 2015 until its business combination with WillScot in November 2017; Chairman of RHI Entertainment, Inc. from 2009 to 2011; and Co-Chairman and interim chief executive officer of Peace Arch Entertainment Group, Inc. from 2007 to 2008. Mr. Sagansky has a BA from Harvard College and an MBA from Harvard Business School.

We believe Mr. Sagansky is qualified to serve on our Board of Directors due to his extensive executive leadership experience with the management and operations of companies in the entertainment sector, including public companies in the television industry, as well as his depth of experience in the media and entertainment industries generally.

DIRECTORS AND EXECUTIVE OFFICERS***Edward L. Shapiro*****Age: 53****Director Since:****February 2013****Lead Independent Director
Since:****April 2018****Board Committee:****Governance**

Edward L. Shapiro has been our Lead Independent Director since April 2018 and a member of our Board since February 2013. He served as our Board Chair from February 2013 through March 2018. He served as a Managing Partner of PAR Capital Management, Inc. from 1997 to December 2016. Prior to joining PAR Capital, Mr. Shapiro was a Vice President at Wellington Management Company, LLP, and before that an analyst at Morgan Stanley & Co. Mr. Shapiro has served on the board of directors of United Continental Holdings, Inc. (NYSE: UAL) since April 2016, and he served on the board of US Airways from 2005 to 2008. Mr. Shapiro also served on the board of directors of SONIFI Solutions, Inc. from November 2010 to December 2016. Mr. Shapiro has a BS in Economics from the Wharton School of the University of Pennsylvania and an MBA from UCLA Anderson School of Management.

We believe Mr. Shapiro is qualified to serve on our Board due to his extensive experience with travel, media and related businesses, considerable expertise in finance and financial matters, deep understanding of our aviation connectivity business through his service to Row 44 (one of our predecessor companies prior to our business combination with Row 44 and Advanced Inflight Alliance AG in January 2013) and the airline industry.