

NASDAQ

THE NASDAQ STOCK MARKET
2500 BLACKWELL ROAD
ROCKVILLE, MD 20850

Received SEC
MAY 13 2011
Washington, DC 20549

Gary N. Sundick
Vice President
Listing Qualifications



11007478

CECNAS
001-35176

By Facsimile and First Class Mail

May 13, 2011

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on May 12, 2011 The Nasdaq Stock Market (the "Exchange") received from Global Eagle Acquisition Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one share of Common Stock and one Warrant
Common Stock, par value \$.0001 per share
Warrants to purchase Common Stock

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,