

Silver Eagle Acquisition Corp.  
 Form 4  
 February 05, 2014

**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 \*  
 McNamara James Marvin

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)  
 12/18/2013

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

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 Following 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)  | Price   |  |                                   |       |
|                                 |                                      |  |                                | Code  | V   | Amount   | (D)                               | Price |

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

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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 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) | 8. De |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) |     | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |    |
|------------|------------------------------|------------------|------------|---------------------------------|-----|------------------|-----------------|--------------|----------------------------|----|
|            |                              |                  |            | (A)                             | (D) |                  |                 |              |                            |    |
| Warrants   | \$ 5.75                      | 12/18/2013       | P          | 19,800                          |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 9,900                      |    |
| Warrants   | \$ 5.75                      | 12/30/2013       | P          | 10,300                          |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 5,150                      | \$ |
| Warrants   | \$ 5.75                      | 12/31/2013       | P          | 19,900                          |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 9,950                      | \$ |
| Warrants   | \$ 5.75                      | 01/02/2014       | P          | 30,000                          |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 15,000                     | \$ |
| Warrants   | \$ 5.75                      | 01/03/2014       | P          | 15,000                          |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 7,500                      | \$ |
| Warrants   | \$ 5.75                      | 01/06/2014       | P          | 20,000                          |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 10,000                     | \$ |
| Warrants   | \$ 5.75                      | 01/07/2014       | P          | 5,000                           |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 2,500                      | \$ |
| Warrants   | \$ 5.75                      | 01/09/2014       | P          | 5,000                           |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 2,500                      |    |
| Warrants   | \$ 5.75                      | 01/13/2014       | P          | 146,000                         |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 73,000                     | \$ |
| Warrants   | \$ 5.75                      | 01/14/2014       | P          | 124,020                         |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 62,010                     | \$ |
| Warrants   | \$ 5.75                      | 01/15/2014       | P          | 80,998                          |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 40,449                     | \$ |
| Warrants   | \$ 5.75                      | 01/22/2014       | P          | 23,982                          |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 11,991                     | \$ |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| McNamara James Marvin<br>1450 2ND STREET<br>SUITE 247<br>SANTA MONICA, CA 90401 | X             |           |         |       |

## Signatures

/s/ Laura Rosenblum,  
Attorney-in-Fact

02/05/2014

\_\_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 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.
- (1) Represents the weighted average price of warrants acquired at prices ranging from \$0.46 to \$0.50. 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.
- (2) Represents the weighted average price of warrants acquired at prices ranging from \$0.45 to \$0.60. 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) Represents the weighted average price of warrants acquired at prices ranging from \$0.5799 to \$0.60. 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.
- (4) Represents the weighted average price of warrants acquired at prices ranging from \$0.57 to \$0.58. 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.
- (5) Represents the weighted average price of warrants acquired at prices ranging from \$0.55 to \$0.57. 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.
- (6) Represents the weighted average price of warrants acquired at prices ranging from \$0.5499 to \$0.58. 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.
- (7) Represents the weighted average price of warrants acquired at prices ranging from \$0.5499 to \$0.60. 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.
- (8) Represents the weighted average price of warrants acquired at prices ranging from \$0.58 to \$0.62. 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.
- (9) Represents the weighted average price of warrants acquired at prices ranging from \$0.699 to \$0.70. 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.
- (10)

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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