

VIASAT INC  
Form 4  
November 12, 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 \*  
**DANKBERG MARK D**

(Last) (First) (Middle)

6155 EL CAMINO REAL

(Street)

CARLSBAD, CA 92009

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**VIASAT INC [VSAT]**

3. Date of Earliest Transaction (Month/Day/Year)  
11/10/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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)
			Code	V	Amount	(A) or (D)	Price
\$.0001 par value common stock	11/10/2014		M		28,167	A	\$ 0
\$.0001 par value common stock	11/10/2014		F <sup>(1)</sup>		14,696	D	\$ 63.01
\$.0001 par value common stock	11/10/2014		G <sup>(2)</sup>		13,471	D	\$ 0

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\$.0001 par value common stock	11/10/2014	G	13,471	A	\$ 0	1,539,566	I	By Trust
\$.0001 par value common stock						1,331 <sup>(3)</sup>	I	By 401(k)

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

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(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 (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)	8. Price of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price
						Code	V	(A)	(D)	
restricted stock unit	\$ 0	11/10/2014		M	9,917	<u>(4)</u>	<u>(5)</u>	common stock	9,917	\$
restricted stock unit	\$ 0	11/10/2014		M	9,500	<u>(6)</u>	<u>(5)</u>	common stock	9,500	\$
restricted stock unit	\$ 0	11/10/2014		M	8,750	<u>(7)</u>	<u>(5)</u>	common stock	8,750	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DANKBERG MARK D 6155 EL CAMINO REAL CARLSBAD, CA 92009	X		Chief Executive Officer	

## Signatures

Kathleen K. Hollenbeck, under power of attorney

11/12/2014

\_\_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).

(1) This entry represents the number of shares of ViaSat, Inc. common stock withheld by the Issuer to satisfy the tax withholding obligation of the Reporting Person. These shares were not sold by the Reporting Person but were instead offset from the total number of vested shares received by the Reporting Person from the Issuer.

(2) The restricted stock unit was granted to Mark Dankberg, an employee of ViaSat, Inc. Upon vesting the shares were contributed to The Dankberg Family Trust.

(3) Includes 182 shares of common stock the reporting person acquired under the ViaSat 401(k)Plan, since the date of the reporting person's last ownership report.

(4) The original restricted stock unit grant was for 39,667 restricted stock units on 11/12/2012. Subject to the Reporting Person's election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1-for-1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary and 1/4 on the fourth anniversary of the grant date.

(5) Until vested, the restricted stock unit shall be subject to forfeiture in the event of termination of employment or service with the issuer.

(6) The original restricted stock unit grant was for 38,000 restricted stock units on 11/10/2011. Subject to the reporting persons election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1 for 1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary and 1/4 on the fourth anniversary of the grant date.

(7) The original restricted stock unit grant was for 35,000 restricted stock units on 11/10/2010. Subject to the Reporting Person's election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1-for-1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary and 1/4 on the fourth anniversary of the grant date.

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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