BALDRIDGE RICHARD A

Form 4

December 19, 2017

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

\$.0001 par value

common stock 12/18/2017

(Print or Type Responses)

| BALDRIDGE RICHARD A Symbol | | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|---|------------------------------------|---------------|----------------------------------|---|--------------|-----------|---|---|-------------------|-----------|--|
| VIASA | | | AT INC [VSAT] | | | | (Check all applicable) | | | | |
| (Last) | (First) | (Middle) | 3. Date o | 3. Date of Earliest Transaction | | | | ** | | | |
| 6155 EL CAMINO REAL (Month/D 12/17/20 | | | • | | | | _X_ Director _X_ Officer (giv below) | | Owner or (specify | | |
| | (Street) | | 4. If Ame | endment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| · | | | | onth/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| CHRESDIA | D, C/1)200) | | | | | | | Person | | | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative | Secu | rities Acc | quired, Disposed o | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | ar) Execution | emed on Date, if Day/Year) | Date, if Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) | | ed of (D) | Owned Indirect (I) Owned Following (Instr. 4) (Instr Reported | | | | |
| | | | | C-1- V | A | or | D | Transaction(s) (Instr. 3 and 4) | | | |
| \$.0001 par value common stock | 12/17/2017 | | | M M | Amount 9,375 | () | Price | 9,375 | D | | |
| \$.0001 par value common stock | 12/18/2017 | | | F <u>(1)</u> | 4,892 | D | \$ 73.71 | 4,483 | D | | |

 $G^{(2)}$

4,483 D

\$0

0

D

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| \$.0001 par value common stock | 12/18/2017 | G | 4,483 A | \$ 0 | 191,186 | I | By Trust |
|---|------------|---|---------|------|---------|---|-----------|
| \$.0001 par value common stock | | | | | 2,249 | I | By 401(k) |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

> 8. Pric Deriva Securi (Instr.

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transacti | 5. Nu onof De | | 6. Date Exerc Expiration D | | 7. Title and of Underlying | | 8 |
|------------------------|------------------------------------|---|-------------------------------|---|------------------|-------|-------------------------------|--------------------|----------------------------|--|---|
| Security | or Exercise | (====================================== | any | Code | | | (Month/Day/Year) | | Securities | | S |
| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (, | | (Instr. 3 and 4) | | (| |
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| restricted stock unit | \$ 0 | 12/17/2017 | | M | | 9,375 | (3) | <u>(4)</u> | common stock | 9,375 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| BALDRIDGE RICHARD A 6155 EL CAMINO REAL CARLSBAD, CA 92009 | X | | Chief Operating Officer | | | | | |
| Signatures | | | | | | | | |

Kathleen K. Hollenbeck, under power of 12/19/2017 attorney **Signature of Reporting Person Date

Reporting Owners 2

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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).
- 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 Richard Baldridge, an officer of ViaSat, Inc. Upon vesting the shares were contributed to The Baldridge Family Trust.
- (3) The original deferred restricted stock unit grant was for 37,500 restricted stock units on 11/17/2016. Subject to the reporting person's election to defer the receipt of common stock, the units vest and convert into shares of common stock of the Issuer at a rate of 1/4 on the 13th month anniversary of the grant date; 1/4th on the second anniversary of the grant date; 1/4th on the third anniversary of the grant date and 1/4 on the fourth anniversary of the grant date.
- (4) Until vested, the restricted stock unit shall be subject to forfeiture in the event of termination of employment or service with the issuer. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.