

MILLER MARK J
Form 4
November 20, 2018

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 *
MILLER MARK J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

6155 EL CAMINO REAL

11/17/2018

Executive Vice President

(Street)

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

CARLSBAD, CA 92009

(City) (State) (Zip)

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 | 11/17/2018 | | M | | 3,333 | A | \$ 0 |
| \$.0001 par value common stock | 11/19/2018 | | F ⁽¹⁾ | | 1,755 | D | \$ 69.05 |
| \$.0001 par value common stock | 11/19/2018 | | G ⁽²⁾ | | 1,578 | D | \$ 0 |

\$.0001 par value common stock 11/19/2018 G 1,578 A \$ 0 307,242 ⁽³⁾ I By Trust

\$.0001 par value common stock 1,778 ⁽⁴⁾ 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. De Se (In | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|-------|
| | | | | | | Date Exercisable | Expiration Date | | | |
| | | | | Code | V (A) (D) | | | Title | Amount or Number of Shares | |
| restricted stock unit | \$ 0 | 11/17/2018 | | M | | | ⁽⁵⁾ | ⁽⁶⁾ | common stock | 3,333 |
| restricted stock unit | ⁽⁷⁾ | 11/19/2018 | | A | | | ⁽⁸⁾ | ⁽⁶⁾ | common stock | 8,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER MARK J 6155 EL CAMINO REAL CARLSBAD, CA 92009 | | | Executive Vice President | |

Signatures

Kathleen K. Hollenbeck, under power of attorney 11/20/2018

 **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 Miller, an officer of Viasat, Inc. Upon vesting the shares were contributed to The Miller Family Trust.

(3) Include 223 shares purchased under the Viasat Employee Stock Purchase Plan on June 29, 2018.

(4) Includes 193 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.

(5) The original deferred restricted stock unit grant was for 13,333 restricted stock units on 11/17/2016. Subject to the reporting person's continued employment with the Issuer, the units vest and convert into shares of common stock (on a 1 for 1 basis) at a 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.

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

(7) Each restricted stock unit represents a contingent right to receive one share of Viasat, Inc. common stock.

(8) 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.

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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