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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 5, 2017**

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**ViaSat, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-21767**  
(Commission  
File No.)

**33-0174996**  
(I.R.S. Employer  
Identification No.)

**6155 El Camino Real**  
**Carlsbad, California 92009**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (760) 476-2200**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## Item 8.01. Other Events.

### *Private Offering of Senior Notes*

On September 5, 2017, ViaSat, Inc. (“ViaSat”) issued a press release pursuant to Rule 135c under the Securities Act of 1933, as amended (the “Securities Act”), regarding the proposed issuance of \$600.0 million in aggregate principal amount of senior unsecured notes due 2025 (the “Notes”) through a private placement to qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act and outside the United States pursuant to Regulation S under the Securities Act.

Neither the press release nor this Current Report on Form 8-K constitutes an offer to sell or the solicitation of an offer to buy securities. Any offers of the securities will be made only by means of a private offering memorandum. The Notes have not been registered under the Securities Act, and may not be offered or sold in the United States except pursuant to an effective registration statement or an exemption from the registration requirements of the Securities Act and applicable state laws.

In accordance with Rule 135c(d) under the Securities Act, a copy of the press release is attached hereto as Exhibit 99.1.

### *Tender Offer*

Also on September 5, 2017, ViaSat issued a press release, a copy of which is attached hereto as Exhibit 99.2, announcing that ViaSat has launched a tender offer to purchase for cash any and all of its \$575 million in aggregate principal amount of outstanding 6.875% Senior Notes due 2020 (the “2020 Notes”). The tender offer is subject to a number of conditions, including the receipt of net proceeds from one or more debt financings sufficient to repurchase all of the 2020 Notes tendered, including the payment of all accrued and unpaid interest and costs and expenses incurred in connection therewith (the “Financing Condition”). We expect the Financing Condition will be satisfied through the offering of the Notes.

Neither the press release nor this Current Report on Form 8-K constitutes an offer to purchase or the solicitation of an offer to sell securities. The tender offer is being made solely by means of an offer to purchase and related letter of transmittal.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release dated September 5, 2017 issued by ViaSat, Inc.
99.2	Press Release dated September 5, 2017 issued by ViaSat, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIASAT, INC.

Date: September 5, 2017

By: /s/ Brett Church

Name: Brett Church

Title: Associate General Counsel

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	<a href="#"><u>Press Release dated September 5, 2017 issued by ViaSat, Inc.</u></a>
99.2	<a href="#"><u>Press Release dated September 5, 2017 issued by ViaSat, Inc.</u></a>



## ViaSat Announces Proposed Private Placement of \$600 Million of Senior Notes

**Carlsbad, Calif.** – September 5, 2017 – ViaSat, Inc. (Nasdaq: VSAT) intends to commence an offering of \$600 million in aggregate principal amount of senior unsecured notes due 2025, subject to market and other conditions. The notes will be offered and sold to qualified institutional buyers in the United States pursuant to Rule 144A and outside the United States pursuant to Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The notes will bear interest at a rate to be determined by negotiations between ViaSat and the initial purchasers, and will be guaranteed on a senior unsecured basis by any and all of ViaSat’s domestic restricted subsidiaries that in the future guarantee ViaSat’s existing revolving credit facility.

ViaSat intends to use the net proceeds from the offering to finance the purchase of all of its outstanding 6.875% Senior Notes due 2020 (the “2020 Notes”) pursuant to a cash tender offer announced today (and to redeem any outstanding 2020 Notes not so purchased).

The notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act.

This press release is neither an offer to sell nor the solicitation of an offer to buy the notes or any other securities, and no offer, solicitation or sale will be made in any jurisdiction in which, or to any persons to whom, such an offer, solicitation or sale is unlawful. Any offers of the notes will be made only by means of a private offering memorandum. The tender offer announced today is being made pursuant to an Offer to Purchase, dated September 5, 2017, and related Letter of Transmittal. Under no circumstances shall this press release constitute an offer to buy or the solicitation of an offer to sell the 2020 Notes. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

### Safe Harbor Statement

This press release contains forward-looking statements that are subject to the safe harbors created under the Securities Act of 1933 and the Securities Exchange Act of 1934. Forward-looking statements include, among others, statements regarding the proposed offering and the use of proceeds therefrom, and are generally identified with words such as “believe,” “could,” “expect,” “intend,” “may,” “plan,” “will” and similar expressions. Such statements reflect management’s current expectations and judgment as of the date of this press release. Risks, uncertainties and assumptions that could affect ViaSat’s forward-looking statements include, among other things, the completion of the tender offer. In addition, please refer to the risk factors contained in ViaSat’s SEC filings available at [www.sec.gov](http://www.sec.gov), including ViaSat’s most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date on which they are made. ViaSat undertakes no obligation to update or revise any forward-looking statements for any reason.



### ViaSat Announces Cash Tender Offer for its 6.875% Senior Notes Due 2020

**Carlsbad, Calif.** – September 5, 2017 – ViaSat, Inc. (Nasdaq: VSAT) has commenced a cash tender offer to purchase any and all of its \$575 million in aggregate principal amount of outstanding 6.875% Senior Notes due 2020 (CUSIP No. 92552VAF7) (the “Notes”). The tender offer is being made on the terms and subject to the conditions set forth in an Offer to Purchase and related Letter of Transmittal, each dated September 5, 2017.

The tender offer is subject to the satisfaction or waiver of certain conditions, as described in the Offer to Purchase, including the condition that ViaSat shall have received net proceeds from one or more debt financings sufficient to repurchase all of the Notes tendered, including the payment of all accrued and unpaid interest, and costs and expenses incurred in connection with the tender offer, as described in more detail in the Offer to Purchase.

ViaSat is offering to purchase Notes validly tendered (and not validly withdrawn) prior to 5:00 p.m., New York City time, on September 20, 2017 unless extended (the “Expiration Time”) at a price of \$1,019.00 for each \$1,000 in principal amount of Notes (the “Tender Offer Consideration”), plus accrued and unpaid interest up to, but not including, the settlement date for the tender offer. ViaSat expects the settlement date to occur on September 21, 2017. Notes validly tendered may be validly withdrawn at any time prior to 5:00 p.m., New York City time, on September 20, 2017 (the “Withdrawal Time”). Tendered notes may not be validly withdrawn after the Withdrawal Time, except under certain limited circumstances required by law.

Concurrently with the commencement of the tender offer, ViaSat issued a conditional notice of redemption to holders of the Notes to redeem any and all Notes that remain outstanding after completion of the tender offer.

ViaSat has engaged BofA Merrill Lynch as the Dealer Manager for the tender offer. BofA Merrill Lynch can be contacted at (888) 292-0070 (toll-free) and (980) 387-9534 (collect).

The complete terms and conditions of the tender offer are set forth in the Offer to Purchase. Holders of Notes are urged to read the tender offer documents carefully before making any decision with respect to the tender offer. Holders may obtain copies of the Offer to Purchase and the Letter of Transmittal from D.F. King & Co., Inc., the Information Agent and Tender Agent for the tender offer, at (212) 269-5550 (brokers and banks) and (888) 548-6498 (all others; toll-free) or at [www.dfking.com/vsat](http://www.dfking.com/vsat).

**This press release is for information purposes only and is not an offer to purchase or a solicitation of an offer to purchase with respect to any of the Notes. The tender offer is being made solely pursuant to the tender offer documents, including the Offer to Purchase, that ViaSat is distributing to holders of the Notes. The tender offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.**

Neither ViaSat, the Dealer Manager nor the Information Agent and Tender Agent, nor any other person makes any recommendation as to whether holders of Notes should tender their Notes, and no one has been authorized to make such a recommendation.

**Safe Harbor Statement**

This press release contains forward-looking statements that are subject to the safe harbors created under the Securities Act of 1933 and the Securities Exchange Act of 1934. Forward-looking statements include, among others, statements regarding the payment of the Tender Offer Consideration and the redemption of any untendered Notes, and are generally identified with words such as “believe,” “could,” “expect,” “intend,” “may,” “plan,” “will” and similar expressions. Such statements reflect management’s current expectations and judgment as of the date of this press release. Risks, uncertainties and assumptions that could affect ViaSat’s forward-looking statements include, among other things, the completion of the tender offer. In addition, please refer to the risk factors contained in ViaSat’s SEC filings available at [www.sec.gov](http://www.sec.gov), including ViaSat’s most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date on which they are made. ViaSat undertakes no obligation to update or revise any forward-looking statements for any reason.