SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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1. Name and Addres Chandran Gir	s of Reporting Persor <u>ish</u>	*	2. Issuer Name and Ticker or Trading Symbol <u>VIASAT INC</u> [VSAT]		tionship of Reporting Pe all applicable) Director	erson(s) to Issuer 10% Owner
(Last) (First) (Middle) 6155 EL CAMINO REAL		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/17/2017	Х	Officer (give title below) VP and C	Other (specify below)
(Street) CARLSBAD (City)	CA (State)	92009 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting 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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
\$.0001 par value common stock	11/17/2017		М		3,250	A	\$0.00	7,352	D	
\$.0001 par value common stock	11/17/2017		F ⁽¹⁾		1,222	D	\$73.77	6,130	D	
\$.0001 par value common stock								1,741	Ι	By 401(k)

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. Transa Code (8)		Deriva Securi	ities red (A) posed (Instr.	Expiration Date (Month/Day/Year)		Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
restricted stock unti	(2)	11/17/2017		Α		5,000		(3)	(4)	common stock	5,000	\$0.00	5,000	D	
restricted stock unit	\$0.00	11/17/2017		М			1,000	(5)	(4)	common stock	1,000	\$0.00	1,000	D	
restricted stock unit	\$0.00	11/17/2017		М			1,000	(6)	(4)	common stock	1,000	\$0.00	2,000	D	
restricted stock unit	\$0.00	11/17/2017		М			1,250	(7)	(4)	common stock	1,250	\$0.00	3,750	D	

Explanation of Responses:

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. Each restricted stock unit represents a contingent right to receive one share of ViaSat, Inc. common stock.

3. 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.

5. The original restricted stock unit grant was for 4,000 restricted stock units on 11/17/2014. Subject to the reporting persons's continued employment with the Issuer, the units vest and convert into shares of common stock (on a 1-for-1 basis) in four (4) equal annual installments beginning on 11/10/2015.

6. The original restricted stock unit grant was for 4,000 restricted stock units on 11/17/2015. Subject to the reporting persons's continued employment with the Issuer, the units vest and convert into shares of common stock (on a 1-for-1 basis) in four (4) equal annual installments beginning on 11/17/2016.

7. The original restricted stock unit grant was for 5,000 restricted stock units on 11/17/2016. Subject to the reporting persons's continued employment with the Issuer, the units vest and convert into shares of common stock (on a 1-for-1 basis) in four (4) equal annual installments beginning on 11/17/2017.

Remarks:

Kathleen K. Hollenbeck, under 11/21/2017

<u>power of attorney</u>

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.