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

FORM 10-Q

(Mark One)

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the quarterly period ended December 31, 1999,

or

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the transition period from ___________ to___________.

Commission File Number (0-21767)

VIASAT, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	33-0174996
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6155 EL CAMINO REAL, CARLSBAD, CALIFORNIA 92009
(760) 476-2200
(Address, including zip code, and telephone number, including area code, of principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

The number of shares outstanding of the issuer's common stock, $.0001 par value, as of February 7, 2000 was 8,164,389.

VIASAT, INC.
INDEX

VIASAT, INC.
CONDENSED BALANCE SHEET

	DECEMBER 31, 1999	MARCH 31, 1999
ASSETS	(UNAUDITED)	
Current assets:		
Cash and cash equivalents	$16,584,000	$ 6,005,000
Short-term investments	2,575,000	14,788,000
Accounts receivable	22,331,000	16,176,000
Inventory	3,189,000	2,525,000
Deferred income taxes	2,143,000	2,358,000
Other current assets	457,000	446,000
Total current assets	47,279,000	42,298,000
Property and equipment, net	7,011,000	6,630,000
Other assets	883,000	1,088,000
Total assets	$55,173,000	$50,016,000
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 4,119,000	$ 3,754,000
Accrued liabilities	5,334,000	6,027,000
Current portion of notes payable	997,000	1,219,000
Total current liabilities	10,450,000	11,000,000
Notes payable	504,000	1,243,000
Other liabilities	1,126,000	926,000
Total long-term liabilities	1,630,000	2,169,000
Contingencies (Note 6)		
Stockholders' equity:		
Common stock	81,000	81,000
Paid in capital	18,239,000	17,609,000
Retained earnings	24,773,000	19,157,000
Total stockholders' equity	43,093,000	36,847,000
Total liabilities and stockholders' equity	$55,173,000	$50,016,000

See accompanying notes to condensed financial statements

VIASAT, INC.
CONDENSED STATEMENT OF INCOME
(UNAUDITED)

	THREE MONTHS ENDED DECEMBER 31,		NINE MONTHS ENDED DECEMBER 31,	
	1999	1998	1999	1998
Revenues	$ 18,041,000	$ 18,928,000	$ 52,093,000	$ 53,269,000
Cost of revenues	10,493,000	12,401,000	29,760,000	33,461,000
Gross profit	7,548,000	6,527,000	22,333,000	19,808,000
Operating expenses:				
Selling, general and administrative	2,845,000	2,371,000	8,226,000	7,246,000
Independent research and development	2,087,000	1,671,000	5,967,000	5,773,000
Income from operations	2,616,000	2,485,000	8,140,000	6,789,000
Other income (expense):				
Interest income	283,000	185,000	762,000	593,000
Interest expense	(37,000)	(63,000)	(126,000)	(199,000)
Income before income taxes	2,862,000	2,607,000	8,776,000	7,183,000
Provision for income taxes	855,000	950,000	3,160,000	2,760,000
Net income	$ 2,007,000	$ 1,657,000	$ 5,616,000	$ 4,423,000
Basic net income per share	$ .25	$ .21	$ .69	$ .56
Diluted net income per share	$ .23	$ .20	$ .66	$ .54
Shares used in basic net income per share computation	8,113,466	7,987,508	8,094,281	7,960,529
Shares used in diluted net income per share computation	8,706,955	8,153,782	8,490,786	8,190,970

See accompanying notes to condensed financial statements.

VIASAT, INC.
CONDENSED STATEMENT OF CASH FLOWS
(UNAUDITED)

	NINE MONTHS ENDED DECEMBER 31, 1999	NINE MONTHS ENDED DECEMBER 31, 1998
Cash flows from operating activities:		
Net income	$ 5,616,000	$ 4,423,000
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	2,531,000	2,045,000
Deferred taxes	424,000	(379,000)
Tax benefit from exercise of stock options	68,000	82,000
Increase (decrease) in cash resulting from changes in:		
Accounts receivable	(6,155,000)	728,000
Inventory	(664,000)	578,000
Other assets	(15,000)	179,000
Accounts payable	365,000	(152,000)
Accrued liabilities	(693,000)	840,000
Other liabilities	200,000	83,000
Net cash provided by operating activities	1,677,000	8,427,000
Cash flows from investing activities:		
Purchases and sales of short-term investments, net	12,213,000	(6,592,000)
Purchases of property and equipment	(2,912,000)	(2,079,000)
Net cash provided by (used in) investing activities	9,301,000	(8,671,000)
Cash flows from financing activities:		
Proceeds from issuance of notes payable	--	1,092,000
Repayment of notes payable	(961,000)	(877,000)
Proceeds from issuance of common stock	562,000	574,000
Net cash (used in) provided by financing activities	(399,000)	789,000
Net increase in cash and cash equivalents	10,579,000	545,000
Cash and cash equivalents at beginning of period	6,005,000	3,290,000
Cash and cash equivalents at end of period	$ 16,584,000	$ 3,835,000
Supplemental information:		
Cash paid for interest	$ 126,000	$ 199,000
Cash paid for income taxes	$ 3,347,000	$ 2,668,000

See accompanying notes to condensed financial statements

VIASAT, INC.
CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY
(UNAUDITED)

	COMMON STOCK			
	NUMBER OF SHARES	AMOUNT	PAID IN CAPITAL	RETAINED EARNINGS
Balance at March 31, 1999	8,034,204	$ 81,000	$17,609,000	$19,157,000
Exercise of stock options	70,863		316,000	
Issuance of shares for Employee Stock Purchase Plan	48,177		246,000	
Tax benefit from exercise of stock options			68,000	
Net income				5,616,000
Balance at December 31, 1999	8,153,244	$ 81,000	$18,239,000	$24,773,000

See accompanying notes to condensed financial statements.

VIASAT, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1 - BASIS OF PRESENTATION

The accompanying condensed balance sheet as of December 31, 1999, the condensed statements of income for the three and nine month periods ended December 31, 1999 and 1998, the condensed statement of cash flows for the nine month periods ended December 31, 1999 and 1998, and the condensed statement of stockholders' equity for the nine months ended December 31, 1999 have been prepared by ViaSat, Inc. (the "Company"), and have not been audited. These financial statements, in the opinion of management, include all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the financial position, results of operations and cash flows for all periods presented. These financial statements should be read in conjunction with the financial statements and notes thereto for the year ended March 31, 1999 included in the Company's 1999 Annual Report on Form 10-K. Interim operating results are not necessarily indicative of operating results for the full year.

NOTE 2 - MANAGEMENT ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates have been prepared on the basis of the most current and best available information, and actual results could differ from those estimates.

NOTE 3 - REVENUE RECOGNITION

The majority of the Company's revenues are derived from services performed for the United States Government and its prime contractors under a variety of contracts including cost-plus-fixed fee, fixed-price, and time and materials type contracts. Generally, revenues are recognized as services are performed using the percentage of completion method, measured primarily by costs incurred to date compared with total estimated costs at completion or based on the number of units delivered. The Company provides for anticipated losses on contracts by a charge to income during the period in which they are first identified.

Contract costs, including indirect costs, are subject to audit and negotiations with Government representatives. These audits have been completed and agreed upon through fiscal year 1996. Contract revenues and accounts receivable are stated at amounts which are expected to be realized upon final settlement.

NOTE 4 - EARNINGS PER SHARE

Common stock equivalents of 593,489 and 166,274 shares for the three months ended December 31, 1999 and 1998, respectively, and 396,505 and 230,441 for the nine months ended December 31, 1999 and 1998 respectively, were used to calculate diluted earnings per share. Antidilutive shares excluded from the calculation were zero and 515,381 shares for the three months ended December 31, 1999 and 1998, respectively. Antidilutive shares excluded from the calculation were 10,520 and 216,642 shares for the nine months ended December 31, 1999 and 1998, respectively. Common stock equivalents are primarily comprised of options granted under the Company's stock option plan. There are no reconciling items in calculating the numerator for basic and diluted earnings per share for any of the periods presented.

VIASAT, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 5 - COMPOSITION OF CERTAIN BALANCE SHEET CAPTIONS

	DECEMBER 31, 1999	MARCH 31, 1999
	(Unaudited)	
Accounts receivable:		
Billed	$ 12,185,000	$ 7,765,000
Unbilled	10,146,000	8,411,000
	$ 22,331,000	$ 16,176,000
Inventory:		
Raw materials	$ 1,580,000	$ 914,000
Work in process	1,351,000	1,157,000
Finished goods	258,000	454,000
	$ 3,189,000	$ 2,525,000
Accrued liabilities:		
Current portion of warranty reserve	$ 836,000	$ 1,440,000
Accrued vacation	1,228,000	1,143,000
Accrued bonus	754,000	1,195,000
Accrued 401(k) matching contribution	728,000	791,000
Income taxes payable	(56,000)	694,000
Collections in excess of revenues	1,196,000	527,000
Other	648,000	237,000
	$ 5,334,000	$ 6,027,000

NOTE 6 - CONTINGENCIES

The Company is currently a party to various government and commercial contracts which require the Company to meet performance covenants and project milestones. Under the terms of these contracts, failure by the Company to meet such performance covenants and milestones permit the other party to terminate the contract and, under certain circumstances, recover liquidated damages or other penalties. The Company is currently not in compliance, or in the past was not in compliance, with the performance or milestone requirements of certain of these contracts. Historically, the Company's customers have not elected to terminate such contracts or seek liquidated damages from the Company and management does not believe that its existing customers will do so; therefore, the Company has not accrued for any potential liquidated damages or penalties.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

When used in this discussion, the words "believes," "anticipated" and similar expressions are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties which could cause actual results to differ materially from those projected. Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date hereof. The Company undertakes no obligation to republish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Readers are also urged to carefully review and consider the various disclosures made by the Company which attempt to advise interested parties of the factors which affect the Company's business, including without limitation the disclosures made under the caption "Risk Factors" in the Company's Annual Report on Form 10-K for its fiscal year ended March 31, 1999 filed with the Securities and Exchange Commission.

RESULTS OF OPERATIONS

The following table sets forth, as a percentage of total revenues, certain income data for the periods indicated.

	THREE MONTHS ENDED DECEMBER 31,		NINE MONTHS ENDED DECEMBER 31,	
	1999	1998	1999	1998
Revenue	100.0%	100.0%	100.0%	100.0%
Cost of revenue	58.2	65.5	57.1	62.8
Gross profit	41.8	34.5	42.9	37.2
Operating expenses:				
Selling, general and administrative	15.8	12.5	15.8	13.6
Independent research and development	11.6	8.8	11.5	10.8
Income from operations	14.5	13.1	15.6	12.7
Income before income taxes	15.9	13.8	16.8	13.5
Net income	11.1	8.8	10.8	8.3

THREE MONTHS ENDED DECEMBER 31, 1999 VS. THREE MONTHS ENDED DECEMBER 31, 1998

Revenues. Revenues decreased 4.7% from $18.9 million for the three months ended December 31, 1998 to $18.0 million for the three months ended December 31, 1999. This decrease was primarily due to lower volumes of defense products offset in part by improvements in revenues generated by commercial products.

Gross Profit. Gross profit increased 15.6% from $6.5 million (34.5% of revenues) for the three months ended December 31, 1998 to $7.5 million (41.8% of revenues) for the three months ended December 31, 1999. The increase in gross profit was primarily due to a favorable product mix including volume related improvements in commercial programs.

Selling, General and Administrative Expenses. Selling, general and administrative ("SG&A") expenses increased 20.0% from $2.4 million (12.5% of revenues) for the three months ended December 31, 1998 to $2.8 million (15.8% of revenues) for the three months ended December 31, 1999. The increase in SG&A expenses reflects increases in bid and proposal costs and additional business development and administrative staffing to support the Company's growth. SG&A expenses consist primarily of personnel costs and expenses for business development, marketing and sales, bid and proposal, finance, contract administration and general management. Certain SG&A expenses are difficult to predict and vary based on specific government and commercial sales opportunities.

Independent Research and Development. Independent research and development ("IR&D") expenses increased 24.9% from $1.7 million (8.8% of revenues) for the three months ended December 31, 1998 to $2.1 million (11.6% of revenues) for the three months ended December 31, 1999. This increase resulted from work related to the Company's defense products.

Interest Expense. Interest expense decreased from $63,000 for the three months ended December 31, 1998 to $37,000 for the three months ended December 31, 1999. Interest expense relates to loans for the purchase of capital equipment, which are generally three year variable-rate term loans, and to short-term borrowings under the Company's line of credit to cover working capital requirements. Total outstanding equipment loans were $2.8 million at December 31, 1998 and $1.5 million at December 31, 1999. There were no outstanding borrowings under the Company's line of credit during either year.

Interest Income. Interest income increased from $185,000 for the three months ended December 31, 1998 to $283,000 for the three months ended December 31, 1999. This increase resulted from higher average cash balances and improved yields partially offset by lower interest income on U.S Government receivables. Interest income relates largely to interest earned on short-term deposits of cash.

Provision for Income Taxes. The Company's effective income tax rate decreased from 36.4% for the three months ended December 31, 1998 to 29.9% for the three months ended December 31, 1999. The decrease relates primarily to an adjustment to lower the Company's annual tax rate from 38.4% for nine months ended December 31, 1998, to 36.0% for the nine months ended December 31, 1999, due primarily to greater than anticipated research and development tax credits in prior years.

NINE MONTHS ENDED DECEMBER 31, 1999 VS. NINE MONTHS ENDED DECEMBER 31, 1998

Revenues. Revenues decreased 2.2% from $53.3 million for the nine months ended December 31, 1998 to $52.1 million for the nine months ended December 31, 1999. This decrease was primarily due to lower volumes of defense products offset in part by improvements in revenues generated by commercial products.

Gross Profit. Gross profit increased 12.7% from $19.8 million (37.2% of revenues) for the nine months ended December 31, 1998 to $22.3 million (42.9% of revenues) for the nine months ended December 31, 1999. The increase in gross profit was primarily due to a favorable product mix.

Selling, General and Administrative Expenses. SG&A expenses increased 13.5% from $7.2 million (13.6% of revenues) for the nine months ended December 31, 1998 to $8.2 million (15.8% of revenues) for the nine months ended December 31, 1999. The increase in SG&A expenses reflects increased expenditures relating to marketing of commercial products, increased business development and bid and proposal efforts for defense programs, and additional administrative staffing to support the Company's growth. SG&A expenses consist primarily of personnel costs and expenses for business development, marketing and sales, bid and proposal, finance, contract administration and general management. Certain SG&A expenses are difficult to predict and vary based on specific government and commercial sales opportunities.

Independent Research and Development. IR&D expenses increased 3.4% from $5.8 million (10.8% of revenues) for the nine months ended December 31, 1998 to $6.0 million (11.5% of revenues) for the nine months ended December 31, 1999. This increase resulted from increased expenditures on defense products offset in part by the award of funded development contracts related to the Company's commercial products.

Interest Expense. Interest expense decreased from $199,000 for the nine months ended December 31, 1998 to $126,000 for the nine months ended December 31, 1999. Interest expense relates to loans for the purchase of capital equipment, which are generally three year variable-rate term loans, and to short-term borrowings under the Company's line of credit to cover working capital requirements. There were no outstanding borrowings under the Company's line of credit during either year.

Interest Income. Interest income increased from $593,000 for the nine months ended December 31, 1998 to $762,000 for the nine months ended December 31, 1999. This increase resulted from higher average invested cash balances and higher yields offset in part by a decrease in interest income from overdue government receivables from $75,000 for the nine months ended December 31, 1998 to $18,000 for the nine months ended December 31, 1999.

Provision for Income Taxes. The Company's effective income tax rate decreased from 38.4% for the nine months ended December 31, 1998 to 36.0% for the nine months ended December 31, 1999. The decrease relates primarily to greater than anticipated research and development tax credits in prior years.

BACKLOG

At December 31, 1999, the Company had firm backlog of $77.2 million, of which $57.9 million was funded. The firm backlog of $77.2 million does not include contract options of $55.3 million. These options include $46.3 million of Indefinite Delivery/Indefinite Quantity (IDIQ) UHF Satcom products and $6.5 million of IDIQ awards for other Company products. The increase in the backlog results from growth in total awards for both commercial and defense products from $38.8 million for the nine months ended December 31, 1998 to $84.5 million for the nine months ended December 31, 1999. Of the $77.2 million in firm backlog, approximately $15.7 million is expected to be delivered in the fiscal year ending March 31, 2000, $21.8 million is expected to be delivered in the fiscal year ending March 31, 2001 and the balance is expected to be delivered in the fiscal year ending March 31, 2002 and thereafter. The Company had firm backlog of $44.9 million at March 31, 1999, of which $36.8 million was funded, not including options of $45.2 million. The Company includes in its backlog only those orders for which it has accepted purchase orders. However, backlog is not necessarily indicative of future sales. A majority of the Company's backlog scheduled for delivery can be terminated at the convenience of the government since orders are often made substantially in advance of delivery, and the Company's contracts typically provide that orders may be terminated with limited or no penalties. In addition, purchase orders may set forth product specifications that would require the Company to complete additional product development. A failure to develop products meeting such specifications could lead to a termination of the related purchase order.

The backlog amounts as presented are comprised of funded and unfunded components. Funded backlog represents the sum of contract amounts for which funds have been specifically obligated by customers to contracts. Unfunded backlog represents future amounts that customers may obligate over the specified contract performance periods. The Company's customers allocate funds for expenditures on long-term contracts on a periodic basis. The ability of the Company to realize revenues from government contracts in backlog is dependent upon adequate funding for such contracts. Although funding of its government contracts is not within the Company's control, the Company's experience indicates that actual contract fundings have ultimately been approximately equal to the aggregate amounts of the contracts.

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations to date primarily from cash flows from operations, bank line of credit financing, equity financing and loans for the purchase of capital equipment. Cash provided by operating activities for the nine months ended December 31, 1999 was $1.7 million and cash provided by operating activities was $8.4 million for the nine months ended December 31, 1998. The relative decrease in cash provided by operating activities for the nine months ended December 31, 1999 compared to the same period of the prior year was primarily due to the timing of receivable collections but was also impacted by growth in inventories and lower accounts payable. Days sales outstanding have been high for the past two quarters primarily because of delays in payments on certain government contracts. The payments are delayed due to processing time at the government paying offices and the Company believes these amounts are fully realizable.

Cash provided by investing activities for the nine months ended December 31, 1999 was $9.3 million and cash used in investing activities for the nine months ended December 31, 1998 was $8.7 million. During the nine months ended December 31, 1999, $12.2 million in short term investments matured and were reinvested into investments classified as cash equivalents. The Company purchased $2.9 million and $2.1 million of property and equipment during the nine months ended December 31, 1999 and 1998, respectively. The Company's purchases of property and equipment primarily consist of test equipment and computers.

Cash used in financing activities for the nine months ended December 31, 1999 was $399,000 and cash provided by financing activities for the nine months ended December 31, 1998 was $789,000. This decrease was primarily the result of reduced borrowings for equipment financing.

At December 31, 1999, the Company had $19.2 million in cash, cash equivalents and short-term investments, $36.8 million in working capital and $1.5 million in equipment financing. The Company had a zero balance under its line of credit at December 31, 1999.

The Company's credit facilities, including the line of credit and equipment financing, expired on December 15, 1998. The Company is in the process of renegotiating the terms of a larger commitment with Union Bank of California.

The Company's future capital requirements will depend upon many factors, including the progress of the Company's research and development efforts, expansion of the Company's marketing efforts, and the nature and timing of orders. The Company believes that its current cash balances and net cash expected to be provided by operating activities will be sufficient to meet its working capital and capital expenditure requirements, exclusive of any acquisitions, for at least the next 12 months. Management invests the Company's cash in excess of current operating requirements in short-term, interest-bearing, investment-grade securities.

In January 2000, the Company entered into an agreement with Scientific-Atlanta, Inc. ("S-A"), whereby the Company agreed, subject to certain conditions including regulatory clearances, to purchase the assets of the satellite networks business of S-A for a purchase price of approximately $74.9 million, subject to certain closing adjustments. The purchase price will also consist of warrants to purchase 50,000 shares of the Company's common stock at specified prices. The Company anticipates that the cash for the purchase price in this transaction may come from an offering of either debt or equity securities.

YEAR 2000 ISSUE

Many software programs may not recognize calendar dates beginning in the Year 2000. This problem could cause computers or machines that utilize date dependent software to either shut down or provide incorrect information. As of the date of this filing, the Company has not experienced any material Year 2000 problems. However, if the Company, any other company that the Company conducts business with, or the U.S. government, fails to mitigate internal or external Year 2000 risks, we may temporarily be unable to engage in business activities, which could have a material adverse effect on the financial position or results of operations of the Company.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

PART II - OTHER INFORMATION

Item 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibit 10.1 - Award/Contract, effective January 20, 2000, issued by Space and Naval Warfare Systems to the Company,

Exhibit 27.1 - Financial Data Schedule

(b) The Company filed no reports on Form 8-K during the quarter ended December 31, 1999.

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 thereunto duly authorized.

VIASAT, INC.

Date: February 14, 1999

/s/ Mark D. Dankberg

MARK D. DANKBERG
President
Chief Executive Officer

/s/ Richard A. Baldridge

RICHARD A. BALDRIDGE
Vice President
Chief Financial Officer

EXHIBIT 10.1

AWARD/CONTRACT	1. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 350)	RATING D0-A7	PAGE OF PAGES 1

2. CONTRACT (Proc. Inst. Ident.) No.	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQUEST/PRODUCT NO.
BI0039-00-D-2101	See Block 20C	N00039-99-PR-EKA44

5. ISSUED BY CODE N00039

Commander
Space and Naval Warfare Systems Command
4301 Pacific Highway
San Diego, CA 92110-3127
ATTN: Mr. Sal Cianci
619-524-7154 phone
cianci@spawar.navy.mil

6. ADMINISTERED BY (if other than Item 8) CODE S0514A

DCMO San Diego
7675 Dagget Street
Suite 200
San Diego, CA 92111
ATTN: Mr. David Miller
858-495-7498

7. NAME AND ADDRESS OF CONTRACTOR (No., street, city, country, state and ZIP Code)

ViaSat, Inc.
6155 El Camino Real
Carlsbad, CA 92009
ATTN: Mr. Jim Keller
760-438-2566

CODE 47358 FACILITY CODE

8. DELIVERY
[ ] FOB ORIGIN [X] OTHER (see below)

9. DISCOUNT FOR PROMPT PAYMENT

NONE

10. SUBMIT INVOICES (4 copies unless otherwise specified) TO THE ADDRESS SHOWN IN: ITEM See Section G

11. SHIP TO/MARK FOR CODE

TO BE SPECIFIED WITHIN EACH INDIVIDUAL DELIVERY ORDER

12. PAYMENT WILL BE MADE BY CODE HQ0339

DFAS-Columbus Center
DFAS-CO/West Entitlement Operations
P.O. Box 182381
Columbus, OH 43218-2381

13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION:
[X] 10 U.S.C. 2304(c)(1) [ ] 41 U.S.C. 253(c)( )

14. ACCOUNTING AND APPROPRIATION DATA

TO BE SPECIFIED WITHIN EACH INDIVIDUAL DELIVERY ORDER

15A. ITEM NO.	15B. SUPPLIES/SERVICES	15C. QUANTITY	15D. UNIT	15E. UNIT PRICE	15F. AMOUNT
	See Section B				

15G. TOTAL AMOUNT OF CONTRACT ---- $23,446,622 Not-To-Exceed

16. TABLE OF CONTENTS

CONTRACTING OFFICER WILL COMPLETE ITEM 17 OR 18 AS APPLICABLE

17. [X] CONTRACTOR'S NEGOTIATED AGREEMENT (Contractor is required to sign this document and return 2 copies to issuing office.) Contractor agrees to furnish and deliver all items or perform all the services set forth or otherwise identified above and on any continuation sheets for the consideration stated herein. The rights and obligations of the parties to this contract shall be subject to and governed by the following documents; (a) this award/contract, (b) the solicitation, if any, and (c) such provisions, representations certifications, and specifications, as are attached or incorporated by reference herein. (Attachments are listed herein.)

18. [ ] AWARD (Contractor is not required to sign this document.) Your offer on Solicitation No. N00244- -- , including the additions or changes made by you which additions or changes are set forth in full above, is hereby accepted as to items listed above and on any continuation sheets. This award consummates the contract which consists of the following documents: (a) the Government's solicitation and your offer, and (b) this award/contract. No further contractual document is necessary.

19A. NAME AND TITLE OF SIGNER (Type or print)
WILLIAM H. JENSEN, DIRECTOR OF BUSINESS ??

20A. NAME OF CONTRACTING OFFICER
Frederick D. Renz
Space and Naval Warfare Systems Command

19B. NAME OF CONTRACTOR 19C. DATE SIGNED

20B. UNITED STATES OF AMERICA 20C. DATE SIGNED

BY /s/ WILLIAM H. JENSEN 20 JAN 2000	BY /s/ FREDERICK D. RENZ 20 JAN 2000
(Signature of person authorized to sign)	(Signature of Contracting Officer)

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE VIASAT, INC. FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED DECEMBER 31, 1999 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS INCLUDED IN FORM 10-Q.

1,000

9-MOS
MAR-31-2000
APR-01-1999
DEC-31-1999
16,584
2,575
22,331
0
3,189
47,279
16,206
9,195
55,173
10,450
0
0
0
81
43,012
55,173
52,093
52,093
29,760
29,760
14,193
0
(636)
8,776
3,160
5,616
0
0
0
5,616
.69
.66