

VIASAT INC  
Form 4  
November 15, 2016

# 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 * |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol   | 5. Relationship of Reporting Person(s) to Issuer  |
| Dirks Bruce Leroy                         |         |          | VIASAT INC [VSAT]                                    | (Check all applicable)  |
| (Last)                                    | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)     | ____ Director<br><input checked="" type="checkbox"/> Officer (give title below)   |
| 6155 EL CAMINO REAL                       |         |          | 11/10/2016   | ____ 10% Owner<br>____ Other (specify below)  |
| (Street)                                  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year) | Senior Vice President   |
| CARLSBAD, CA 92009                        |         |          |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person |
| (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  | 11/10/2016                           |  | M                              | 625 A \$ 0  | 15,682  | D  |                                   |
| \$.0001 par value common stock  | 11/10/2016                           |  | F <sup>(1)</sup>               | 235 D \$ 79.67  | 15,447 <sup>(2)</sup>   | D  |                                   |
| \$.0001 par value common stock  |                                      |  |                                |   | 473 <sup>(3)</sup>  | I  | By 401(k)                         |

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

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**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. Price of Derivative Security (Instr. 5) |                            |      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |      |
| restricted stock unit                      | \$ 0   | 11/10/2016                           |  | M                              | 625   | (4)  | (5)   | common stock                               | 625                        | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Dirks Bruce Leroy<br>6155 EL CAMINO REAL<br>CARLSBAD, CA 92009 |               |           | Senior Vice President |       |

## Signatures

Kathleen K. Hollenbeck, under power of attorney  
11/15/2016  
\*\*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).
- This entry represents the number of shares of ViaSat, Inc. common stock withheld by the Issuer to satisfy the tax withholding obligation
- (1) 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) Includes 220 shares purchased under the ViaSat Employee Stock Purchase Plan ("ESPP") on June 30, 2016.
  - (3) Includes 153 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.

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- The original restricted stock unit grant was for 2,500 restricted stock units on 11/14/2013. Subject to the reporting persons election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1 for 1 basis) at the rate of 1/4 on the
- (4) 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.
- (5) 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.