

VIASAT INC  
Form 4  
May 02, 2014

**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 \*  
**DANKBERG MARK D**

(Last) (First) (Middle)

6155 EL CAMINO REAL

(Street)

CARLSBAD, CA 92009

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**04/30/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting 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) | 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                             |
| \$0.0001 par value common stock | 04/30/2014                           |  | M <sup>(1)</sup>               |   | 22,500  | A  | \$ 20.3                           |
| \$0.0001 par value common stock | 04/30/2014                           |  | S <sup>(1)</sup>               |   | 22,500  | D  | \$ 63.57                          |
| \$0.0001 par value common stock | 05/01/2014                           |  | M <sup>(1)</sup>               |   | 22,500  | A  | \$ 20.3                           |

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|  |            |                  |        |   |                           |           |   |           |
|--|------------|------------------|--------|---|---------------------------|-----------|---|-----------|
| \$0.0001<br>par value<br>common<br>stock | 05/01/2014 | S <sup>(1)</sup> | 15,517 | D | \$<br>62.39<br><u>(3)</u> | 6,983     | D |           |
| \$0.0001<br>par value<br>common<br>stock | 05/01/2014 | S <sup>(1)</sup> | 6,983  | D | \$<br>63.25<br><u>(4)</u> | 0         | D |           |
| \$0.0001<br>par value<br>common<br>stock |            |                  |        |   |                           | 1,149     | I | By 401(k) |
| \$0.0001<br>par value<br>common<br>stock |            |                  |        |   |                           | 1,526,095 | I | By Trust  |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|--|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date   | Title                                  |
| stock<br>option<br>(right to<br>buy)                | \$ 20.3  | 04/30/2014                              |   | M                                    | 22,500   | <u>(5)</u> 05/28/2014  | common<br>stock  | 22,500                                 |
| stock<br>option<br>(right to<br>buy)                | \$ 20.3  | 05/01/2014                              |   | M                                    | 22,500   | <u>(5)</u> 05/28/2014  | common<br>stock  | 22,500                                 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| DANKBERG MARK D<br>6155 EL CAMINO REAL<br>CARLSBAD, CA 92009 | X             |           | Chief Executive Officer |       |

## Signatures

Kathleen K. Hollenbeck, under power of attorney

05/02/2014

\_\_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) Transaction pursuant to Rule 10b5-1 Trading Plan adopted on March 7, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.10 to \$64.09, inclusive. The Reporting Person undertakes to provide ViaSat, Inc., any security holder of ViaSat, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.05 to \$63.03, inclusive. The Reporting Person undertakes to provide ViaSat, Inc., any security holder of ViaSat, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.06 to \$63.57, inclusive. The Reporting Person undertakes to provide ViaSat, Inc., any security holder of ViaSat, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(5) The option vested in four (4) equal annual installments beginning on 05/28/2009 and ending on 05/28/2012.

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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