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

**FORM 8-K**

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

**Date of Report (Date of earliest event reported): August 10, 2006**

**ViaSat, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**0-21767**

**33-0174996**

(State or Other Jurisdiction of  
Incorporation)

(Commission File No.)

(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**

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))
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**Item 2.02. Results of Operations and Financial Conditions**

On August 10, 2006, ViaSat, Inc. (the “Company”) issued a press release regarding the outcome of a self-initiated review of stock options granted by the Company and the impact of such review on the Company’s financial results for the three months ended June 30, 2006. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained herein, including the exhibit, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 8.01 Other Events**

In light of published reports concerning the pricing of stock options and the timing of stock option grants at numerous companies, the Company undertook a voluntary review, in conjunction with its outside legal counsel and other specialists, of past practices in connection with stock option grants. As a result of that review, the Company has determined that there were errors associated with stock options granted primarily to new non-executive employees during the ten-year period from the Company’s initial public offering in December 1996 to June 30, 2006.

Based on the findings of outside legal counsel as well as the Company’s own internal investigation (which are both complete as of the date of this filing), the Company and its outside legal counsel determined that no stock option grants to officers or directors were misdated, and that no member of management or the Board engaged in any misdating of employee stock option grants.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Press release issued by ViaSat, Inc. on August 10, 2006.

**SIGNATURE**

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.

Date: August 10, 2006

VIASAT, INC.

By: /s/ Ronald G. Wangerin

Name: Ronald G. Wangerin

Title: Vice President, CFO

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## EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Press release issued by ViaSat, Inc. on August 10, 2006.

August 10, 2006



Contact:  
Heather Ferrante  
ViaSat Inc.  
760-476-2633  
www.viasat.com

### ViaSat Reports Outcome of Stock Option Grant Review

**Carlsbad, CA** — ViaSat, Inc. (NASDAQ: VSAT) reported today that it has concluded a thorough self-initiated review of all stock option grants issued by the Company since its December 1996 initial public offering. The review was conducted in conjunction with the Company's outside legal counsel and other specialists. At the conclusion of this review, the Company and its advisors determined that no stock option grants to officers or directors were misdated, and that no member of management or the Board engaged in any misdating of stock option grants. However, certain errors associated with stock options granted by the Company, primarily to new non-executive employees during the ten-year period from December 1996 to June 30, 2006, were identified. Accordingly, the Company will record a compensation expense net of tax of approximately \$700,000, or \$0.02 per share, in its financial results during the first quarter ended June 30, 2006 to correct the cumulative effect of these errors. The financial impact of the corrections when compared to the periods in which they occurred is immaterial.

The Company previously announced unaudited results for the first quarter on August 3, 2006, including GAAP net income of \$6.1 million, or \$0.20 per share. Final unaudited results, including the impact of the cumulative compensation expense adjustment discussed above, are reported in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006. There is no impact to non-GAAP net income financial results previously announced. Because this review was only recently completed, the Company was unable to finalize its Quarterly Report on Form 10-Q and file by the prescribed due date. The Company filed its Quarterly Report on Form 10-Q on August 10, 2006.

### About ViaSat

ViaSat produces innovative satellite and other wireless communication products that enable fast, secure, and efficient communications to any location. Products include network security devices, tactical data radios, and communication simulators. ViaSat also has a full line of VSAT products for data and voice applications, and is a market leader in Ka-band satellite systems, from user terminals to gateways. ViaSat has locations in Carlsbad, CA, and Duluth, GA, along with its Comsat Laboratories division in Germantown, MD. Additional field offices are located in Boston, MA, Linthicum, MD, Washington DC, Australia, Italy, China, and India.

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In addition, ViaSat has three wholly-owned subsidiaries: US Monolithics designs and produces monolithic microwave integrated circuits (MMICs) and modules for use in broadband communications for military and commercial applications; Efficient Channel Coding is an innovator in satellite communication components and systems, based on the new DVB-S2 standard, that increase the efficiency of today's advanced satellite, wireless, and wire-line communication systems; and Enerdyne Technologies Inc., an innovator in video data link equipment and digital video systems for defense and intelligence markets, primarily for unmanned aerial vehicle (UAV) applications.

#### **Safe Harbor Statement**

Portions of this release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. ViaSat wishes to caution you that there are some factors that could cause actual results to differ materially from historical results or from any results expressed or implied by such forward-looking statements, including but not limited to: additional required adjustments to the Company's financial results, future filing delays associated with inquiries required by or investigations launched by NASDAQ or the Securities and Exchange Commission; product design flaws or defects; ViaSat's ability to successfully integrate acquired companies; ViaSat's ability to perform under existing contracts and obtain additional contracts; ViaSat's ability to develop new products that gain market acceptance; changes in product supply, pricing and customer demand; changes in relationships with, or the financial condition of, key customers or suppliers; changes in government regulations; changes in economic conditions globally and in the communications markets in particular; increased competition; potential product liability, infringement and other claims; and other factors affecting the communications industry generally. ViaSat refers you to the documents it files from time to time with the Securities and Exchange Commission, specifically the section titled Risk Factors in ViaSat's Form 10-Ks and subsequent Form 10-Qs. These documents contain and identify other important factors that could cause actual results to differ materially from those contained in our projections or forward-looking statements. Stockholders and other readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statements.

Comsat Labs and Comsat Laboratories are tradenames of ViaSat Inc. Neither Comsat Labs nor Comsat Laboratories is affiliated with COMSAT Corporation. "Comsat" is a registered trademark of COMSAT Corporation.

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