

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

ViaSat, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

92552V100

-----  
(CUSIP Number)

April 30, 2012

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 92552V100

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FPR Partners, LLC

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [X]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

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5. SOLE VOTING POWER

3,398,509

NUMBER OF

SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

3,398,509

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,398,509

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.9%

12. TYPE OF REPORTING PERSON (See Instructions)

IA

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BART Partners, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON (See Instructions)

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CUSIP NO. 92552V100  
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This Amendment No. 2 to Schedule 13G relates to the Common Stock, par value of \$0.0001 per share (the "Common Stock") of ViaSat, Inc., a Delaware corporation (the "Issuer"), which has its principal executive office at 6155 El Camino Real, Carlsbad, CA 92009. This Amendment No. 2 amends and supplements, as set forth below, the initial Schedule 13G, filed January 9, 2012, and the Amendment No. 1 to Schedule 13G, filed February 29, 2012, filed by BART Partners, LLC, relating to the Common Stock (collectively, the "Schedule 13G").

This Amendment No. 2 constitutes an "exit" filing with respect to the Schedule 13G by BART Partners, LLC but not as to FPR Partners, LLC. BART Partners, LLC has delegated its authority as the Reporting Person with respect to the Common Stock to FPR Partners, LLC.

Item 1. Issuer  
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(a) Name of Issuer:  
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ViaSat, Inc.

(b) Address of Issuer's Principal Executive Offices:  
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6155 El Camino Real  
Carlsbad, CA 92009

Item 2. Identity And Background  
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(a) Name of Person Filing:  
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This Schedule 13G is being filed jointly on behalf of FPR Partners, LLC and BART Partners, LLC (each a "Reporting Person"). The agreement among the Reporting Persons relating to the joint filing of this Schedule 13G is attached as Exhibit 1 hereto.

(b) Address of Principal Business Office or, if none, Residence:  
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The address of the principal office of each Reporting Person is 199 Fremont Street, Suite 2500, San Francisco, CA 94105-2261.

(c) Citizenship:  
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Each Reporting Person is a limited liability company organized under the laws of the State of Delaware.

(d) Title of Class of Securities:  
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Common Stock

(d) CUSIP Number:  
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92552V100

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:  
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(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)  Bank as defined in section 3(a)(6) of the Act

(15 U.S.C. 78c);

- (c) [ ] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) [ ] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) [ ] An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) [ ] An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) [ ] A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) [ ] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [ ] A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) [ ] Group, in accordance with 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

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FPR Partners, LLC:

- (a) Amount beneficially owned: 3,398,509
- (b) Percent of class: 7.9%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 3,398,509
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 3,398,509
  - (iv) Shared power to dispose or to direct the disposition of: 0

BART Partners, LLC:

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership Of Five Percent Or Less Of a Class

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5.0% of the class of securities, check the following [X].(1)

(1) This Amendment No. 2 constitutes an "exit" filing with respect to the Schedule 13G by BART Partners, LLC but not as to FPR Partners, LLC. FPR Partners, LLC retains beneficial ownership of more than 5.0% of the class of securities.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

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Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The  
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Security Being Reported On By The Parent Holding Company  
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Not Applicable.

Item 8. Identification And Classification Of Members Of The Group  
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Not Applicable.

Item 9. Notice Of Dissolution Of Group  
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Not Applicable.

Item 10. Certification  
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By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES  
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After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: May 10, 2012

FPR Partners, LLC

/s/ Stephen D. Lane  
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Name: Stephen D. Lane  
Title: Chief Financial Officer

BART Partners, LLC

/s/ Stephen D. Lane  
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Name: Stephen D. Lane  
Title: Chief Financial Officer

SCHEDULE 13G  
JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and subject to the limitations set forth therein, the parties set forth below agree to jointly file the Schedule 13G to which this joint filing agreement is attached, and have duly executed this joint filing agreement as of the date set forth below.

Dated: May 10, 2012

FPR Partners, LLC

/s/ Stephen D. Lane

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Name: Stephen D. Lane  
Title: Chief Financial Officer

BART Partners, LLC

/s/ Stephen D. Lane

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Name: Stephen D. Lane  
Title: Chief Financial Officer