

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

VIASAT, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction  
of incorporation or organization)

33-0174996

(I.R.S. Employer  
Identification No.)2290 COSMOS COURT  
CARLSBAD, CALIFORNIA 92009  
(760) 438-8099(Address of principal executive offices, including  
zip code, and telephone number)

THE 1996 EQUITY PARTICIPATION PLAN OF VIASAT, INC.

(Full title of the plan)

MARK D. DANKBERG  
CHAIRMAN, PRESIDENT AND  
CHIEF EXECUTIVE OFFICER  
2290 COSMOS COURT  
CARLSBAD, CALIFORNIA 92009  
(760) 438-8099(Name, address, including zip code, and telephone number,  
including area code, of agent for service)Copies to:  
THOMAS A. EDWARDS, ESQ.  
LATHAM & WATKINS  
701 "B" STREET, SUITE 2100  
SAN DIEGO, CALIFORNIA 92101  
(619) 236-1234

## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.0001 par value	500,000	\$9.8125(2)	\$4,906,250	\$1,364

(1) Covers 500,000 additional shares available for issuance under The 1996 Equity Participation Plan of ViaSat, Inc. (the "1996 Equity Participation Plan"), pursuant to an amendment of the 1996 Equity Participation Plan approved by the stockholders of the registrant on September 2, 1998. The 1996 Equity Participation Plan authorizes the issuance of a maximum of 1,250,000 shares. However, the offer and sale of 750,000 shares under the 1996 Equity Participation Plan, which have been or may be issued upon exercise of options, awards or other rights under such plan, have previously been registered pursuant to Form S-8 Registration Statement No. 333-21113.

(2) Pursuant to Rule 457(h), for all shares of common stock being registered hereunder with an exercise price which cannot be presently determined (500,000 shares of common stock under the 1996 Equity Participation Plan), the Proposed Maximum Offering Price Per Share is based on the average of the high and low prices for the Company's common stock as reported on the Nasdaq National Market on December 9, 1998.

This Registration Statement on Form S-8 registers the offer and sale of an additional 500,000 shares of common stock of ViaSat, Inc. (the "Company") for issuance under the 1996 Equity Participation Plan. In accordance with Instruction E to Form S-8, the contents of the prior Registration Statement File No. 333-21113 are hereby incorporated by reference.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Company hereby incorporates the following documents in this Registration Statement by reference:

1. Annual Report on Form 10-K for the fiscal year ended March 31, 1998 filed with the Securities and Exchange Commission (the "Commission") on June 29, 1998;
2. Quarterly Report on Form 10-Q for the quarter ended June 30, 1998, filed with the Commission on August 14, 1998;
3. Quarterly Report on Form 10-Q for the quarter ended September 30, 1998, filed with the Commission on November 6, 1998;
4. All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the filing of the Annual Report on Form 10-K; and
5. Description of the Company's common stock contained in the Company's Registration Statement on Form 8-A, filed with the Commission on November 20, 1996.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date this Registration Statement is filed with the Commission and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part of it from the respective dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS.

- 5.1 Opinion of Latham & Watkins.
- 23.1 Consent of Independent Accountants.
- 23.2 Consent of Latham & Watkins (included in Exhibit 5.1 hereto).
- 24.1 Power of Attorney (included on signature page hereto).

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California, on December 10, 1998.

ViaSat, Inc.

By: /s/ MARK D. DANKBERG

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 Mark D. Dankberg  
 Chairman, President and Chief Executive Officer

## POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below authorizes Mark D. Dankberg and Gregory D. Monahan, and either of them, with full power of substitution and resubstitution, his true and lawful attorneys-in-fact, for him in any and all capacities, to sign any amendments (including post-effective amendments or supplements) to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith, with the Commission.

Signature	Title	Date
/s/ MARK D. DANKBERG ----- Mark D. Dankberg	Chairman, President and Chief Executive Officer (Principal Executive Officer)	December 10, 1998
/s/ GREGORY D. MONAHAN ----- Gregory D. Monahan	Vice President, Chief Financial Officer and General Counsel (Principal Financial Officer and Principal Accounting Officer)	December 10, 1998
/s/ JAMES F. BUNKER ----- James F. Bunker	Director	December 10, 1998
/s/ ROBERT W. JOHNSON ----- Robert W. Johnson	Director	December 10, 1998
/s/ B. ALLEN LAY ----- B. Allen Lay	Director	December 10, 1998
/s/ JEFFREY M. NASH ----- Jeffrey M. Nash	Director	December 10, 1998

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EXHIBIT

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\* Filed herewith.

## OPINION OF LATHAM &amp; WATKINS

December 11, 1998

ViaSat, Inc.  
2290 Cosmos Court  
Carlsbad, California 92009

Re: Form S-8 Registration Statement; 500,000 Shares of Common  
Stock

Ladies and Gentlemen:

In connection with the registration by ViaSat, Inc., a Delaware corporation (the "Company"), of 500,000 shares of common stock, par value \$.0001 per share (the "Shares"), of the Company to be issued pursuant to The 1996 Equity Participation Plan of ViaSat, Inc. (the "1996 Plan") under the Securities Act of 1933, as amended (the "Act"), on a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on December 11, 1998 (as amended from time to time, the "Registration Statement"), you have requested our opinion with respect to the matters set forth below.

In our capacity as your counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares, and for the purposes of this opinion, have assumed such proceedings will be timely completed in the manner presently proposed. In addition, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records and instruments, as we have deemed necessary or appropriate for purposes of this opinion.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies.

We are opining herein as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or any other laws, or as to any matters of municipal law or the laws of any other local agencies within the state.

Subject to the foregoing, it is our opinion that as of the date hereof the Shares have been duly authorized, and, upon the issuance of and payment for the Shares in accordance

with the terms set forth in the 1996 Plan, the Shares will be validly issued, fully paid and nonassessable.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ LATHAM & WATKINS  
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## CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 13, 1998 appearing on page F-1 of ViaSat, Inc.'s Annual Report on Form 10-K for the year ended March 31, 1998.

/s/ PricewaterhouseCoopers LLP

PRICEWATERHOUSECOOPERS LLP

San Diego, California  
December 10, 1998