

**UNITED STATES
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): June 29, 2022



VIASAT, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-21767
(Commission
File No.)

33-0174996
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

(Title of Each Class)	(Trading Symbol)	(Name of Each Exchange on which Registered)
Common Stock, par value \$0.0001 per share	VSAT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 29, 2022, Viasat, Inc. ("Viasat") announced the appointment of Mark Dankberg as Chairman of the Board and Chief Executive Officer, effective July 1, 2022. In addition, Richard Baldrige was appointed to serve as Viasat's Vice Chairman, effective July 1, 2022.

Mr. Dankberg previously served as Chairman of the Board and Chief Executive Officer of Viasat from its inception in 1986 until his appointment as Executive Chairman in November 2020. Mr. Baldrige has served as Viasat's President and Chief Executive Officer since November 2020, and was previously Viasat's President and Chief Operating Officer. Biographical information for Mr. Dankberg and Mr. Baldrige can be found in Viasat's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on July 26, 2021, and is incorporated herein by reference. The existing compensation arrangements for Mr. Dankberg and Mr. Baldrige remain unchanged.

A copy of the press release announcing the appointments is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated June 29, 2022, issued by Viasat, Inc.
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

SIGNATURES

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.

VIASAT, INC.

Date: June 29, 2022

By: /s/ Brett Church
Name: Brett Church
Title: Associate General Counsel



**Viasat's Mark Dankberg to Resume Chairman & CEO Roles
Rick Baldrige to Become Vice Chairman**

CARLSBAD, Calif., June 29, 2022 — *Viasat Inc.* (NASDAQ: VSAT), a global communications company, today announced that, effective July 1, 2022, Mark Dankberg, Viasat's co-founder and executive chairman, will resume the roles of chairman and CEO, while current President and CEO Rick Baldrige will assume a newly created vice chairman position. Baldrige will focus on the remaining steps to closing the Inmarsat acquisition, and the organizational integration planning and execution strategy to position the combined companies to achieve the financial and operational objectives underpinning the transaction – including cost, capital, and revenue synergies already identified. The organization change follows Viasat's recent overwhelming shareholder approval for the acquisition of Inmarsat. Baldrige will also continue to lead Viasat's evaluations of strategic initiatives and certain ongoing organizational initiatives.

Baldrige's new role also reflects the results of internal organizational planning and evolution over the past two years designed to scale Viasat internal operational responsibilities. Since co-founding Viasat in 1986, Dankberg has led Viasat's growth, technology strategy and commercial operations over many years, and served as chairman and CEO from inception through 2020. Now, Dankberg will be supported in overseeing Viasat's day-to-day operations by Kevin Harkenrider, a long time Viasat executive with experience in a broad range of operating roles who was promoted to Chief Operating Officer in 2021.

Commenting on behalf of Viasat's Board of Directors, Lead Independent Director Sean Pak stated, "Today's moves allow us to optimize the contributions of Viasat's foundational leaders in Mark and Rick, and reflect the Company's commitment to a thoroughly planned and executed integration with Inmarsat that will position us to achieve the financial and operational results enabled by the transaction. Through their close and selfless partnership Mark and Rick have created and led an exceptional management team that is delivering outstanding growth in the satellite industry.

"A combination of technology and strategy leadership in a rapidly growing and dynamic market, plus integration of the best aspects of Viasat's and Inmarsat's executive, operational, and go-to-market skills will be required to achieve our objectives. Beyond Mark and Rick, we are confident in the broad management bench strength at the Company as we capitalize on our compelling combination of spectrum, licenses, space and ground assets, our existing talent, and the new talent brought by the Inmarsat transaction and distribution to build a global communications leader."

About Viasat

Viasat is a global communications company that believes everyone and everything in the world can be connected. For more than 36 years, Viasat has helped shape how consumers, businesses, governments and militaries around the world communicate. Today, the Company is developing the ultimate global communications network to power high-quality, secure, affordable, fast connections to impact people's lives anywhere they are—on the ground, in the air or at sea. To learn more about Viasat, visit: www.viasat.com, go to [Viasat's Corporate Blog](#), or follow the Company on social media at: [Facebook](#), [Instagram](#), [LinkedIn](#), [Twitter](#) or [YouTube](#).

Forward-Looking Statements

This press release contains forward-looking statements that are subject to the safe harbors created under the Securities Act of 1933 and the Securities Exchange Act of 1934. Forward-looking statements include statements that refer to the focus and responsibilities of Messrs. Dankberg, Baldrige and Harkenrider; and Viasat's planned acquisition of Inmarsat, and the financial and operational benefits enabled by the transaction. Readers are cautioned that actual results could differ materially from those expressed in any forward-looking statements. Factors that could cause actual results to differ include: the ability of Viasat to successfully integrate Inmarsat operations, technologies and employees; the ability to realize anticipated benefits and synergies of the acquisition, including the expectation of enhancements

to Viasat's products and services, greater revenue opportunities, operating efficiencies, and cost savings; the ability to ensure continued performance and market growth of the business; changes in the global business environment and economic conditions; the availability and cost of capital; changes in relationships with key customers, suppliers, distributors, resellers, and others as a result of the acquisition; our dependence on a limited number of key employees; our ability to successfully implement our business plan for our broadband satellite services on our anticipated timeline or at all; and other factors affecting the communications industry generally. In addition, please refer to the risk factors contained in our SEC filings available at www.sec.gov, including our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update or revise any forward-looking statements for any reason.

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