

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 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.)

6155 El Camino Real
Carlsbad, California 92009
(760) 476-2200

(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
6155 El Camino Real
Carlsbad, California 92009
(760) 476-2200

(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(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.0001 par value	3,600,000	\$20.26	\$72,936,000	\$18,234.00

- (1) Covers 3,600,000 additional shares of common stock 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 ViaSat, Inc. on September 26, 2000. The 1996 Equity Participation Plan authorizes the issuance of a maximum of 6,100,000 shares. However, the offer and sale of 2,500,000 shares of common stock, which have been or may be issued under the 1996 Equity Participation Plan, have previously been registered pursuant to Form S-8 Registration Statement Nos. 333-21113 and 333-68757.
- (2) Pursuant to Rule 457(h) the Proposed Maximum Offering Price Per Share is based on the average of the high and low prices for ViaSat, Inc.'s common stock as reported on the Nasdaq National Market on August 3, 2001.

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This Registration Statement on Form S-8 registers the offer and sale of an additional 3,600,000 shares of common stock of ViaSat, Inc. for issuance under The 1996 Equity Participation Plan of ViaSat, Inc. In accordance with Instruction E to Form S-8, the contents of the prior Form S-8 Registration Statements File Nos. 333-21113 and 333-68757 are hereby incorporated by reference.

Item 3. Incorporation of Documents by Reference.

ViaSat, Inc. 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, 2001, filed with the Securities and Exchange Commission (SEC) on June 29, 2001;
2. Description of ViaSat, Inc.'s common stock contained in Registration Statement on Form 8-A, filed with the SEC on November 20, 1996; and
3. All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (Exchange Act), since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in clause (1) above.

All documents filed by ViaSat, Inc. 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 SEC and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that 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 that 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 PricewaterhouseCoopers LLP.
- 23.2 Consent of Latham & Watkins (included in Exhibit 5.1 hereto).
- 24.1 Power of Attorney (included on signature page hereto).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, ViaSat, Inc. 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 August 6, 2001.

ViaSat, Inc.

By: /s/ Mark D. Dankberg

Mark D. Dankberg
Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Richard A. Baldrige, 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 SEC.

Signature	Title	Date
<hr/> /s/ Mark D. Dankberg	<hr/> Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	<hr/> August 6, 2001

Mark D. Dankberg

<u>/s/ Richard A. Baldrige</u> Richard A. Baldrige	Executive Vice President, Chief Operating Officer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 6, 2001
<u>/s/ James F. Bunker</u> James F. Bunker	Director	August 6, 2001
<u>/s/ Robert W. Johnson</u> Robert W. Johnson	Director	August 6, 2001
<u>/s/ B. Allen Lay</u> B. Allen Lay	Director	August 6, 2001
<u>/s/ Jeffrey M. Nash</u> Jeffrey M. Nash	Director	August 6, 2001
<u>/s/ Adm. William A. Owens (Ret.)</u> Adm. William A. Owens (Ret.)	Director	August 6, 2001

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EXHIBIT INDEX

<u>EXHIBIT</u>	
5.1	Opinion of Latham & Watkins.*
23.1	Consent of PricewaterhouseCoopers LLP.*
23.2	Consent of Latham & Watkins (included in Exhibit 5.1 hereto).*
24.1	Power of Attorney (included on signature page hereto).*

* Filed herewith.

OPINION OF LATHAM & WATKINS

August 7, 2001

ViaSat, Inc.
6155 El Camino Real
Carlsbad, California 92009

Re: Form S-8 Registration Statement;
3,600,000 Shares of Common Stock

Ladies and Gentlemen:

In connection with the registration by ViaSat, Inc., a Delaware corporation (the "Company"), of 3,600,000 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., as amended (the "1996 Plan"), under the Securities Act of 1933, as amended, on a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on August 7, 2001 (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 the Company's 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.

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

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 15, 2001, except for Note 14 for which the date is June 21, 2001 relating to the financial statements and financial statement schedule of ViaSat, Inc., which appears in ViaSat, Inc.'s Annual Report on Form 10-K for the year ended March 31, 2001.

/s/PRICEWATERHOUSECOOPERS LLP

San Diego, California
August 7, 2001