

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**

(Mark One)  
 **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended September 30, 2018.

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number (000-21767)

**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 and telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input type="checkbox"/> |

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the registrant's common stock, \$0.0001 par value, as of October 26, 2018 was 59,650,229.

**VIASAT, INC.**  
**TABLE OF CONTENTS**

|  | <u>Page</u> |
|--|-------------|
| <b><u>PART I. FINANCIAL INFORMATION</u></b>  |             |
| <u>Item 1. Financial Statements (Unaudited)</u>  | 3           |
| <u>Condensed Consolidated Balance Sheets</u>   | 3           |
| <u>Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)</u>               | 4           |
| <u>Condensed Consolidated Statements of Cash Flows</u>   | 5           |
| <u>Condensed Consolidated Statement of Equity</u>  | 6           |
| <u>Notes to the Condensed Consolidated Financial Statements</u>                                      | 7           |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 34          |
| <u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>                            | 54          |
| <u>Item 4. Controls and Procedures</u>   | 55          |
| <b><u>PART II. OTHER INFORMATION</u></b>   |             |
| <u>Item 1. Legal Proceedings</u>   | 55          |
| <u>Item 1A. Risk Factors</u>   | 55          |
| <u>Item 6. Exhibits</u>  | 56          |
| <u>Signatures</u>  | 57          |

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## PART I — FINANCIAL INFORMATION

## Item 1. Financial Statements (Unaudited)

**VIASAT, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(UNAUDITED)**

|   | As of<br>September 30, 2018 | As of<br>March 31, 2018 |
|---|-----------------------------|-------------------------|
| (In thousands)                            |                             |                         |
| <b>ASSETS</b>                             |                             |                         |
| Current assets:                           |                             |                         |
| Cash and cash equivalents                 | \$ 44,458                   | \$ 71,446               |
| Restricted cash                           | 7,169                       | —                       |
| Accounts receivable, net                  | 268,803                     | 267,665                 |
| Inventories                               | 232,078                     | 196,307                 |
| Prepaid expenses and other current assets | 233,258                     | 77,135                  |
| Total current assets                      | 785,766                     | 612,553                 |
| Satellites, net                           | 1,124,074                   | 1,239,987               |
| Property and equipment, net               | 826,299                     | 722,488                 |
| Other acquired intangible assets, net     | 26,072                      | 31,862                  |
| Goodwill                                  | 122,676                     | 121,085                 |
| Other assets                              | 744,740                     | 686,134                 |
| Total assets                              | <u>\$ 3,629,627</u>         | <u>\$ 3,414,109</u>     |
| <b>LIABILITIES AND EQUITY</b>             |                             |                         |
| Current liabilities:                      |                             |                         |
| Accounts payable                          | \$ 165,317                  | \$ 157,481              |
| Accrued liabilities                       | 250,407                     | 263,676                 |
| Current portion of long-term debt         | 47,702                      | 45,300                  |
| Total current liabilities                 | 463,426                     | 466,457                 |
| Senior notes                              | 691,497                     | 690,886                 |
| Other long-term debt                      | 460,101                     | 287,519                 |
| Other liabilities                         | 130,266                     | 121,240                 |
| Total liabilities                         | 1,745,290                   | 1,566,102               |
| Commitments and contingencies (Note 8)    |                             |                         |
| Equity:                                   |                             |                         |
| Viasat, Inc. stockholders' equity         |                             |                         |
| Common stock                              | 6                           | 6                       |
| Paid-in capital                           | 1,614,224                   | 1,535,635               |
| Retained earnings                         | 252,107                     | 285,960                 |
| Accumulated other comprehensive income    | 8,376                       | 15,565                  |
| Total Viasat, Inc. stockholders' equity   | 1,874,713                   | 1,837,166               |
| Noncontrolling interest in subsidiaries   | 9,624                       | 10,841                  |
| Total equity                              | 1,884,337                   | 1,848,007               |
| Total liabilities and equity              | <u>\$ 3,629,627</u>         | <u>\$ 3,414,109</u>     |

See accompanying notes to the condensed consolidated financial statements.

**VIASAT, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**AND COMPREHENSIVE INCOME (LOSS)**  
**(UNAUDITED)**

|  | Three Months Ended                    |                    | Six Months Ended   |                    |
|--|---------------------------------------|--------------------|--------------------|--------------------|
|  | September 30, 2018                    | September 30, 2017 | September 30, 2018 | September 30, 2017 |
|  | (In thousands, except per share data) |                    |                    |                    |
| <b>Revenues:</b>   |                                       |                    |                    |                    |
| Product revenues   | \$ 280,435                            | \$ 181,783         | \$ 498,564         | \$ 347,901         |
| Service revenues   | 237,039                               | 211,291            | 457,779            | 425,217            |
| <b>Total revenues</b>  | <b>517,474</b>                        | <b>393,074</b>     | <b>956,343</b>     | <b>773,118</b>     |
| <b>Operating expenses:</b>   |                                       |                    |                    |                    |
| Cost of product revenues   | 216,900                               | 133,850            | 390,348            | 256,495            |
| Cost of service revenues   | 175,230                               | 135,412            | 346,662            | 273,263            |
| Selling, general and administrative  | 113,120                               | 90,084             | 225,762            | 179,257            |
| Independent research and development   | 31,360                                | 46,268             | 64,733             | 91,333             |
| Amortization of acquired intangible assets   | 2,435                                 | 3,320              | 4,888              | 6,580              |
| <b>Loss from operations</b>  | <b>(21,571)</b>                       | <b>(15,860)</b>    | <b>(76,050)</b>    | <b>(33,810)</b>    |
| <b>Other income (expense):</b>   |                                       |                    |                    |                    |
| Interest income  | 29                                    | 177                | 65                 | 270                |
| Interest expense   | (14,074)                              | (197)              | (25,398)           | (253)              |
| Loss on extinguishment of debt   | —                                     | (10,217)           | —                  | (10,217)           |
| <b>Loss before income taxes</b>  | <b>(35,616)</b>                       | <b>(26,097)</b>    | <b>(101,383)</b>   | <b>(44,010)</b>    |
| Benefit from income taxes  | 9,704                                 | 11,464             | 38,909             | 20,644             |
| Equity in income of unconsolidated affiliate, net                                      | 314                                   | 741                | 1,379              | 228                |
| <b>Net loss</b>  | <b>(25,598)</b>                       | <b>(13,892)</b>    | <b>(61,095)</b>    | <b>(23,138)</b>    |
| Less: net income (loss) attributable to noncontrolling interests, net of tax           | 126                                   | (203)              | (1,361)            | (410)              |
| <b>Net loss attributable to Viasat, Inc.</b>   | <b>\$ (25,724)</b>                    | <b>\$ (13,689)</b> | <b>\$ (59,734)</b> | <b>\$ (22,728)</b> |
| Basic net loss per share attributable to Viasat, Inc. common stockholders              | \$ (0.43)                             | \$ (0.24)          | \$ (1.00)          | \$ (0.39)          |
| Diluted net loss per share attributable to Viasat, Inc. common stockholders            | \$ (0.43)                             | \$ (0.24)          | \$ (1.00)          | \$ (0.39)          |
| Shares used in computing basic net loss per share                                      | 59,734                                | 58,229             | 59,470             | 58,039             |
| Shares used in computing diluted net loss per share                                    | 59,734                                | 58,229             | 59,470             | 58,039             |
| <b>Comprehensive income (loss):</b>  |                                       |                    |                    |                    |
| Net loss   | \$ (25,598)                           | \$ (13,892)        | \$ (61,095)        | \$ (23,138)        |
| <b>Other comprehensive income (loss), net of tax:</b>                                  |                                       |                    |                    |                    |
| Unrealized gain (loss) on hedging, net of tax  | 38                                    | 17                 | (288)              | 109                |
| Foreign currency translation adjustments, net of tax                                   | (7,104)                               | 6,321              | (6,901)            | 9,846              |
| <b>Other comprehensive (loss) income, net of tax</b>                                   | <b>(7,066)</b>                        | <b>6,338</b>       | <b>(7,189)</b>     | <b>9,955</b>       |
| <b>Comprehensive loss</b>  | <b>(32,664)</b>                       | <b>(7,554)</b>     | <b>(68,284)</b>    | <b>(13,183)</b>    |
| Less: comprehensive income (loss) attributable to noncontrolling interests, net of tax | 126                                   | (203)              | (1,361)            | (410)              |
| <b>Comprehensive loss attributable to Viasat, Inc.</b>                                 | <b>\$ (32,790)</b>                    | <b>\$ (7,351)</b>  | <b>\$ (66,923)</b> | <b>\$ (12,773)</b> |

See accompanying notes to the condensed consolidated financial statements.

**VIASAT, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

|   | Six Months Ended   |                    |
|---|--------------------|--------------------|
|   | September 30, 2018 | September 30, 2017 |
| (In thousands)  |                    |                    |
| <b>Cash flows from operating activities:</b>  |                    |                    |
| Net loss  | \$ (61,095)        | \$ (23,138)        |
| <b>Adjustments to reconcile net loss to net cash provided by operating activities:</b>                        |                    |                    |
| Depreciation  | 128,990            | 101,659            |
| Amortization of intangible assets   | 28,281             | 23,150             |
| Deferred income taxes   | (40,528)           | (21,313)           |
| Stock-based compensation expense  | 38,503             | 31,490             |
| Loss on disposition of fixed assets   | 26,025             | 17,853             |
| Loss on extinguishment of debt  | —                  | 10,217             |
| Other non-cash adjustments  | 7,775              | 4,253              |
| Increase (decrease) in cash resulting from changes in operating assets and liabilities:                       |                    |                    |
| Accounts receivable   | (10,595)           | 7,657              |
| Inventories   | (34,173)           | (12,455)           |
| Other assets  | (9,771)            | (18,277)           |
| Accounts payable  | 19,908             | (7,744)            |
| Accrued liabilities   | 10,396             | 5,984              |
| Other liabilities   | 7,576              | 66,490             |
| Net cash provided by operating activities   | <u>111,292</u>     | <u>185,826</u>     |
| <b>Cash flows from investing activities:</b>  |                    |                    |
| Purchase of property, equipment and satellites  | (333,466)          | (206,627)          |
| Cash paid for patents, licenses and other assets  | (21,692)           | (36,969)           |
| Proceeds from insurance claims on ViaSat-2 satellite  | 44,394             | —                  |
| Proceeds from sale of real property   | 14,034             | —                  |
| Other investing activities  | (2,339)            | —                  |
| Net cash used in investing activities   | <u>(299,069)</u>   | <u>(243,596)</u>   |
| <b>Cash flows from financing activities:</b>  |                    |                    |
| Proceeds from revolving credit facility borrowings  | 355,000            | —                  |
| Payments of revolving credit facility borrowings  | (130,000)          | —                  |
| Payments of Ex-Im credit facility borrowings  | (56,386)           | —                  |
| Proceeds from Ex-Im credit facility borrowings, net of discount   | —                  | 52,503             |
| Proceeds from issuance of 2025 Notes  | —                  | 700,000            |
| Repayment of 2020 Notes   | —                  | (575,000)          |
| Payment of debt extinguishment costs  | —                  | (10,602)           |
| Payment of debt issuance costs  | —                  | (8,735)            |
| Proceeds from issuance of common stock under equity plans   | 11,087             | 14,871             |
| Purchase of common stock in treasury (immediately retired) related to tax withholdings for share-based awards | (6,551)            | (2,483)            |
| Other financing activities  | (3,886)            | (757)              |
| Net cash provided by financing activities   | <u>169,264</u>     | <u>169,797</u>     |
| Effect of exchange rate changes on cash   | <u>(1,306)</u>     | <u>583</u>         |
| Net (decrease) increase in cash and cash equivalents and restricted cash                                      | <u>(19,819)</u>    | <u>112,610</u>     |
| Cash and cash equivalents and restricted cash at beginning of period  | 71,446             | 130,098            |
| Cash and cash equivalents and restricted cash at end of period  | <u>\$ 51,627</u>   | <u>\$ 242,708</u>  |
| <b>Non-cash investing and financing activities:</b>   |                    |                    |
| Issuance of common stock in satisfaction of certain accrued employee compensation liabilities                 | \$ 32,129          | \$ 16,409          |
| Capital expenditures not paid for   | \$ 6,724           | \$ 13,003          |
| Exposure fees on Ex-Im credit facility financed through Ex-Im credit facility                                 | \$ —               | \$ 5,764           |

See accompanying notes to the condensed consolidated financial statements.

**VIASAT, INC.**  
**CONDENSED CONSOLIDATED STATEMENT OF EQUITY**  
**(UNAUDITED)**

| Viasat, Inc. Stockholders  |                               |                    |                            |                          |  |   |                            |
|--|-------------------------------|--------------------|----------------------------|--------------------------|--|---|----------------------------|
| Common Stock   |                               |                    |                            |                          |  |   |                            |
|  | Number of<br>Shares<br>Issued | Amount             | Paid-in<br>Capital         | Retained<br>Earnings     | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Noncontrolling<br>Interest in<br>Subsidiaries | Total                      |
| (In thousands, except share data)  |                               |                    |                            |                          |  |   |                            |
| Balance at March 31, 2018  | 58,905,274                    | \$ 6               | \$ 1,535,635               | \$ 285,960               | \$ 15,565  | \$ 10,841                                     | \$ 1,848,007               |
| Exercise of stock options  | 101,000                       | —                  | 3,703                      | —                        | —  | —   | 3,703                      |
| Issuance of stock under Employee Stock Purchase Plan   | 132,180                       | —                  | 7,384                      | —                        | —  | —   | 7,384                      |
| Stock-based compensation   | —                             | —                  | 43,945                     | —                        | —  | —   | 43,945                     |
| Shares and fully-vested RSUs issued in settlement of certain accrued employee compensation liabilities, net of shares withheld for taxes which have been retired | 438,433                       | —                  | 27,701                     | —                        | —  | —   | 27,701                     |
| RSU awards vesting, net of shares withheld for taxes which have been retired   | 73,342                        | —                  | (2,123)                    | —                        | —  | —   | (2,123)                    |
| Cumulative effect adjustment upon adoption of new revenue recognition guidance (ASU 2014-09)   | —                             | —                  | —                          | 25,881                   | —  | —   | 25,881                     |
| Other noncontrolling interest activity   | —                             | —                  | (2,021)                    | —                        | —  | 144   | (1,877)                    |
| Net loss   | —                             | —                  | —                          | (59,734)                 | —  | (1,361)                                       | (61,095)                   |
| Other comprehensive loss, net of tax   | —                             | —                  | —                          | —                        | (7,189)  | —   | (7,189)                    |
| <b>Balance at September 30, 2018</b>   | <b><u>59,650,229</u></b>      | <b><u>\$ 6</u></b> | <b><u>\$ 1,614,224</u></b> | <b><u>\$ 252,107</u></b> | <b><u>\$ 8,376</u></b>                                 | <b><u>\$ 9,624</u></b>                        | <b><u>\$ 1,884,337</u></b> |

See accompanying notes to the condensed consolidated financial statements.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**Note 1 — Basis of Presentation**

The accompanying condensed consolidated balance sheet at September 30, 2018, the condensed consolidated statements of operations and comprehensive income (loss) for the three and six months ended September 30, 2018 and 2017, the condensed consolidated statements of cash flows for the six months ended September 30, 2018 and 2017 and the condensed consolidated statement of equity for the six months ended September 30, 2018 have been prepared by the management of Viasat, Inc. (also referred to hereafter as the Company or Viasat), and have not been audited. These financial statements have been prepared on the same basis as the audited consolidated financial statements for the fiscal year ended March 31, 2018 and, in the opinion of management, include all adjustments (consisting only of normal recurring adjustments) necessary for a fair statement of the Company's results for the periods presented. These financial statements should be read in conjunction with the financial statements and notes thereto for the fiscal year ended March 31, 2018 included in the Company's Annual Report on Form 10-K. Interim operating results are not necessarily indicative of operating results for the full year. The year-end condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America (GAAP).

The Company's condensed consolidated financial statements include the assets, liabilities and results of operations of Viasat, its wholly owned subsidiaries and its majority-owned subsidiaries, TrellisWare Technologies, Inc. and Euro Broadband Retail Sàrl. All significant intercompany amounts have been eliminated. Investments in entities in which the Company can exercise significant influence, but does not own a majority equity interest or otherwise control, are accounted for using the equity method and are included as investment in unconsolidated affiliate in other assets (long-term) on the condensed consolidated balance sheets.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting period. Estimates have been prepared on the basis of the most current and best available information and actual results could differ from those estimates. Significant estimates made by management include revenue recognition, stock-based compensation, self-insurance reserves, allowance for doubtful accounts, warranty accruals, valuation of goodwill and other intangible assets, patents, orbital slots and other licenses, software development, property, equipment and satellites, long-lived assets, derivatives, contingencies and income taxes including the valuation allowance on deferred tax assets.

***Revenue recognition***

Effective April 1, 2018, the Company adopted Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers (commonly referred to as Accounting Standards Codification (ASC) 606). This update established ASC 606, Revenue from Contracts with Customers and ASC 340-40, Other Assets and Deferred Costs – Contracts with Customers.

In order to assess the impact of the new accounting standards, the Company applied the new standards to all open contracts existing as of April 1, 2018. The Company elected the practical expedient to reflect the aggregate effect of all contract modifications occurring before April 1, 2018 when identifying the satisfied and unsatisfied performance obligations, determining the transaction price and allocating the transaction price to the satisfied and unsatisfied performance obligations. The aggregated effect of applying this practical expedient did not have a significant impact on the Company's conclusions.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

To reflect the adoption of the new standards, the Company elected to use the “modified retrospective method,” which resulted in the Company recording the retrospective cumulative effect to the opening balance of retained earnings. The following table presents the summary of the impact of adopting the new standards:

|   | As of<br>March 31,<br>2018 | Adjustments Due to<br>ASC 606 | As of<br>April 1,<br>2018 |
|---|----------------------------|-------------------------------|---------------------------|
|   | (In thousands)             |                               |                           |
| <b>Condensed Consolidated Balance Sheets:</b> |                            |                               |                           |
| Accounts receivable, net                      | \$ 267,665                 | \$ (5,664)                    | \$ 262,001                |
| Inventories                                   | 196,307                    | 1,623                         | 197,930                   |
| Prepaid expenses and other current assets     | 77,135                     | 18,098                        | 95,233                    |
| Other assets                                  | 686,134                    | 17,738                        | 703,872                   |
| Accrued liabilities                           | 263,676                    | 5,916                         | 269,592                   |
| Retained earnings                             | 285,960                    | 25,879                        | 311,839                   |

The key impact of adoption is the deferral of commissions primarily in the Company’s satellite services segment, which were historically expensed as incurred as further described below.

The Company applied the five-step model under ASC 606 to its contracts with its customers to determine the impact of the new standard. Under this model the Company (1) identifies the contract with the customer, (2) identifies its performance obligations in the contract, (3) determines the transaction price for the contract, (4) allocates the transaction price to its performance obligations and (5) recognizes revenue when or as it satisfies its performance obligations. These performance obligations generally include the purchase of services (including broadband capacity and the leasing of broadband equipment), the purchase of products, and requirements to develop and deliver complex equipment built to customer specifications under long-term contracts.

*Performance obligations*

The timing of satisfaction of performance obligations may require judgment. The Company derives a substantial portion of its revenues from contracts with customers for services, primarily connectivity services including leasing of related broadband equipment. These contracts typically require advance or recurring monthly payments by the customer. The Company’s obligation to provide connectivity services is satisfied over time as the customer simultaneously receives and consumes the benefits provided. The measure of progress over time is based upon either a period of time (e.g., over the estimated contractual term) or usage (e.g., bandwidth used/bytes of data processed). From a recognition perspective, the leasing of broadband equipment is evaluated in accordance with the authoritative guidance for leases (ASC 840). The Company’s accounting for equipment leases involves specific determinations under ASC 840, which may involve complex provisions and significant judgments. In accordance with ASC 840, the Company applies the following criteria to determine the nature of the lease (e.g., as an operating or sales type lease): (1) review for transfers of ownership of the equipment to the lessee by the end of the lease term, (2) review of the lease terms to determine if it contains an option to purchase the leased equipment for a price which is sufficiently lower than the expected fair value of the equipment at the date of the option, (3) review of the lease term to determine if it is equal to or greater than 75% of the economic life of the equipment, and (4) review of the present value of the minimum lease payments to determine if they are equal to or greater than 90% of the fair market value of the equipment at the inception of the lease. Additionally, the Company considers the cancelability of the contract and any related uncertainty of collections or risk in recoverability of the lease investment at lease inception. Revenue from sales type leases is recognized at the inception of the lease or when the equipment has been delivered and installed at the customer site, if installation is required. Revenues from equipment rentals under operating leases are recognized as earned over the lease term, which is generally on a straight-line basis.

The Company also derives a portion of its revenues from contracts with customers to provide products. Performance obligations to provide products are satisfied at the point in time when control is transferred to the customer. These contracts typically require payment by the customer upon passage of control and determining the point at which control is transferred may require judgment. To identify the point at which control is transferred to the customer, the Company considers indicators that include, but are not limited to whether (1) the Company has the present right to payment for the asset, (2) the customer has legal title to the asset, (3) physical possession of the asset has been transferred to the customer, (4) the customer has the significant risks and rewards of ownership of the asset, and (5) the customer has accepted the asset. For product revenues, control generally passes to the customer upon delivery of goods to the customer.



**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

The vast majority of the Company's revenues from long-term contracts to develop and deliver complex equipment built to customer specifications are derived from contracts with the U.S. government (including foreign military sales contracted through the U.S. government). The Company's contracts with the U.S. government typically are subject to the Federal Acquisition Regulation (FAR) and are priced based on estimated or actual costs of producing goods or providing services. The FAR provides guidance on the types of costs that are allowable in establishing prices for goods and services provided under U.S. government contracts. The pricing for non-U.S. government contracts is based on the specific negotiations with each customer. Under the typical payment terms of the Company's U.S. government fixed-price contracts, the customer pays the Company either performance-based payments (PBPs) or progress payments. PBPs are interim payments based on quantifiable measures of performance or on the achievement of specified events or milestones. Progress payments are interim payments based on a percentage of the costs incurred as the work progresses. Because the customer can often retain a portion of the contract price until completion of the contract, the Company's U.S. government fixed-price contracts generally result in revenue recognized in excess of billings which the Company presents as unbilled accounts receivable on the balance sheet. Amounts billed and due from the Company's customers are classified as receivables on the balance sheet. The portion of the payments retained by the customer until final contract settlement is not considered a significant financing component because the intent is to protect the customer. For the Company's U.S. government cost-type contracts, the customer generally pays the Company for its actual costs incurred within a short period of time. For non-U.S. government contracts, the Company typically receives interim payments as work progresses, although for some contracts, the Company may be entitled to receive an advance payment. The Company recognizes a liability for these advance payments in excess of revenue recognized and presents it as collections in excess of revenues and deferred revenues on the balance sheet. An advance payment is not typically considered a significant financing component because it is used to meet working capital demands that can be higher in the early stages of a contract and to protect the Company from the other party failing to adequately complete some or all of its obligations under the contract.

Performance obligations related to developing and delivering complex equipment built to customer specifications under long-term contracts are recognized over time as these performance obligations do not create assets with an alternative use to the Company and the Company has an enforceable right to payment for performance to date. To measure the transfer of control, revenue is recognized based on the extent of progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the products or services to be provided. The Company generally uses the cost-to-cost measure of progress for its contracts because that best depicts the transfer of control to the customer which occurs as the Company incurs costs on its contracts. Under the cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. When estimates of total costs to be incurred on a performance obligation exceed total estimates of revenue to be earned, a provision for the entire loss on the performance obligation is recognized in the period the loss is determined.

Contract costs on U.S. government contracts are subject to audit and review by the Defense Contracting Management Agency (DCMA), the Defense Contract Audit Agency (DCAA), and other U.S. government agencies, as well as negotiations with U.S. government representatives. The Company's incurred cost audits by the DCAA have not been concluded for fiscal years 2016 through 2018. As of September 30, 2018, the DCAA had completed its incurred cost audit for fiscal year 2004 and approved the Company's incurred cost claims for fiscal years 2005 through 2015 without further audit. Although the Company has recorded contract revenues subsequent to fiscal year 2015 based upon an estimate of costs that the Company believes will be approved upon final audit or review, the Company does not know the outcome of any ongoing or future audits or reviews and adjustments, and if future adjustments exceed the Company's estimates, its profitability would be adversely affected. As of September 30, 2018 and March 31, 2018, the Company had \$2.6 million and \$1.6 million, respectively, in contract-related reserves for its estimate of potential refunds to customers for potential cost adjustments on several multi-year U.S. government cost reimbursable contracts (see Note 8).

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

*Evaluation of transaction price*

The evaluation of transaction price, including the amounts allocated to performance obligations, may require significant judgments. Due to the nature of the work required to be performed on many of the Company's performance obligations, the estimation of total revenue, and where applicable the cost at completion, is complex, subject to many variables and requires significant judgment. The Company's contracts may contain award fees, incentive fees, or other provisions, including the potential for significant financing components, that can either increase or decrease the transaction price. These amounts, which are sometimes variable, can be dictated by performance metrics, program milestones or cost targets, the timing of payments, and customer discretion. The Company estimates variable consideration at the amount to which it expects to be entitled. The Company includes estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. The Company's estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of the Company's anticipated performance and all information (historical, current and forecasted) that is reasonably available to the Company. The Company has elected the practical expedient not to adjust the promised amount of consideration for the effects of a significant financing component if the Company expects, at contract inception, that the period between when the Company transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

If a contract is separated into more than one performance obligation, the total transaction price is allocated to each performance obligation in an amount based on the estimated relative standalone selling prices of the promised goods or services underlying each performance obligation. Estimating standalone selling prices may require judgment. When available, the Company utilizes the observable price of a good or service when the Company sells that good or service separately in similar circumstances and to similar customers. If a standalone selling price is not directly observable, the Company estimates the standalone selling price by considering all information (including market conditions, specific factors, and information about the customer or class of customer) that is reasonably available.

*Transaction price allocated to remaining performance obligations*

The Company's remaining performance obligations represent the transaction price of firm contracts and orders for which work has not been performed. The Company includes in its remaining performance obligations only those contracts and orders for which it has accepted purchase orders. Remaining performance obligations associated with the Company's subscribers for fixed consumer and business broadband services in its satellite services segment exclude month-to-month service contracts in accordance with a practical expedient and are estimated using a portfolio approach in which the Company reviews all relevant promotional activities and calculates the remaining performance obligation using the average service component for the portfolio and the average time remaining under the contract. The Company's future recurring in-flight connectivity (IFC) service contracts in its satellite services segment, do not have minimum service purchase requirements and therefore are not included in the Company's remaining performance obligations. As of September 30, 2018, the aggregate amount of the transaction price allocated to remaining performance obligations was \$1.9 billion, of which the Company expects to recognize a little over half over the next twelve months, with the balance recognized thereafter.

*Disaggregation of revenue*

The Company operates and manages its business in three reportable segments: satellite services, commercial networks and government systems. Revenue is disaggregated by products and services, customer type, contract type, and geographic area, respectively, as the Company believes this approach best depicts how the nature, amount, timing and uncertainty of its revenue and cash flows are affected by economic factors.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

The following sets forth disaggregated reported revenue by segment and product and services for the three and six months ended September 30, 2018:

| <b>Three Months Ended September 30, 2018</b> |                            |                           |                       |                   |
|--|----------------------------|---------------------------|-----------------------|-------------------|
| <b>Satellite Services</b>                    | <b>Commercial Networks</b> | <b>Government Systems</b> | <b>Total Revenues</b> |                   |
| (In thousands)                               |                            |                           |                       |                   |
| Product revenues                             | \$ —                       | \$ 104,190                | \$ 176,245            | \$ 280,435        |
| Service revenues                             | 162,962                    | 10,330                    | 63,747                | 237,039           |
| <b>Total revenues</b>                        | <b>\$ 162,962</b>          | <b>\$ 114,520</b>         | <b>\$ 239,992</b>     | <b>\$ 517,474</b> |

  

| <b>Six Months Ended September 30, 2018</b> |                            |                           |                       |                   |
|--|----------------------------|---------------------------|-----------------------|-------------------|
| <b>Satellite Services</b>                  | <b>Commercial Networks</b> | <b>Government Systems</b> | <b>Total Revenues</b> |                   |
| (In thousands)                             |                            |                           |                       |                   |
| Product revenues                           | \$ —                       | \$ 189,323                | \$ 309,241            | \$ 498,564        |
| Service revenues                           | 316,523                    | 20,263                    | 120,993               | 457,779           |
| <b>Total revenues</b>                      | <b>\$ 316,523</b>          | <b>\$ 209,586</b>         | <b>\$ 430,234</b>     | <b>\$ 956,343</b> |

Revenues from the U.S. government as an individual customer comprised approximately 29% of total revenues for the three and six months ended September 30, 2018, mainly reported within the government systems segment. The Company's commercial customers, mainly reported within the commercial networks and satellite services segments, comprised approximately 71% of total revenues for the three and six months ended September 30, 2018.

The Company's satellite services segment revenues are primarily derived from the Company's fixed broadband services, IFC services and worldwide managed network services.

Revenues in the Company's commercial networks and government systems segments are primarily derived from three types of contracts: fixed-price, cost-reimbursement and time-and-materials contracts. Fixed-price contracts (which require the Company to provide products and services under a contract at a specified price) comprised approximately 90% and 89% of the Company's total revenues for these segments for the three and six months ended September 30, 2018, respectively. The remainder of the Company's revenues in these segments for such periods was derived primarily from cost-reimbursement contracts (under which the Company is reimbursed for all actual costs incurred in performing the contract to the extent such costs are within the contract ceiling and allowable under the terms of the contract, plus a fee or profit) and from time-and-materials contracts (under which the Company is reimbursed for the number of labor hours expended at an established hourly rate negotiated in the contract, plus the cost of materials utilized in providing such products or services).

Historically, a significant portion of the Company's revenues in its commercial networks and government systems segments has been derived from customer contracts that include the development of products. The development efforts are conducted in direct response to the customer's specific requirements and, accordingly, expenditures related to such efforts are included in cost of sales when incurred and the related funding (which includes a profit component) is included in revenues. Revenues for the Company's funded development from its customer contracts were approximately 17% of its total revenues for the three and six months ended September 30, 2018.

Revenues by geographic area for the three and six months ended September 30, 2018 were as follows:

|                       | <b>Three Months Ended<br/>September 30, 2018</b> | <b>Six Months Ended<br/>September 30, 2018</b> |
|-----------------------|--|--|
| (In thousands)        |  |  |
| U.S. customers        | \$ 470,220                                       | \$ 848,392                                     |
| Non U.S. customers    | 47,254   | 107,951  |
| <b>Total revenues</b> | <b>\$ 517,474</b>                                | <b>\$ 956,343</b>                              |

The Company distinguishes revenues from external customers by geographic area based on customer location.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

*Contract balances*

Contract balances consist of contract asset and contract liability. A contract asset, or with respect to the Company, an unbilled accounts receivable, is recorded when revenue is recognized in advance of the Company's right to bill and receive consideration, typically resulting from sales under long-term contracts. Unbilled accounts receivable are generally expected to be billed and collected within one year. The unbilled accounts receivable will decrease as provided service or delivered products are billed. The Company receives payments from customers based on a billing schedule established in the Company's contracts.

When consideration is received in advance of the delivery of goods or services, a contract liability, or with respect to the Company, collections in excess of revenues or deferred revenues, is recorded. Reductions in the collections in excess of revenues or deferred revenues will be recorded as the Company satisfies the performance obligations.

The following table presents contract assets and liabilities as of September 30, 2018 and April 1, 2018:

|   | As of<br>September 30,<br>2018 | As of<br>April 1,<br>2018 |
|---|--------------------------------|---------------------------|
|   | (In thousands)                 |                           |
| Unbilled accounts receivable                            | \$ 81,592                      | \$ 79,492                 |
| Collections in excess of revenues and deferred revenues | 108,977                        | 127,355                   |
| Deferred revenues, long-term portion                    | 81,740                         | 77,831                    |

During the three and six months ended September 30, 2018, the Company recognized revenue of \$31.5 million and \$82.1 million, respectively, related to the Company's collections in excess of revenues and deferred revenues at April 1, 2018.

*Other assets and deferred costs – contracts with customers*

The adoption of ASU 2014-09 also included the establishment of ASC 340-40, Other Assets and Deferred Costs – Contracts with Customers. The new standard requires the recognition of an asset from the incremental costs of obtaining a contract with a customer, if the Company expects to recover those costs. The incremental costs of obtaining a contract are those costs that the Company incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. ASC 340-40 also requires the recognition of an asset from the costs incurred to fulfill a contract when (1) the costs relate directly to a contract or to an anticipated contract that the Company can specifically identify, (2) the costs generate or enhance resources of the Company that will be used in satisfying (or in continuing to satisfy) performance obligations in the future, and (3) the costs are expected to be recovered. Adoption of the standard has resulted in the recognition of an asset related to commission costs incurred primarily in the Company's satellite services segment, and recognition of an asset related to costs incurred to fulfill contracts. Costs to acquire customer contracts are amortized over the estimated customer contract life. Costs to fulfill customer contracts are amortized in proportion to the revenue to which the costs relate. For contracts with an estimated amortization period of less than one year, the Company elected the practical expedient and expenses incremental costs immediately. The Company's deferred customer contract acquisition costs and costs to fulfill contract balances were \$48.4 million and \$7.4 million as of September 30, 2018, respectively. Of the Company's total deferred customer contract acquisition costs and costs to fulfill contracts, \$19.1 million was included in prepaid expenses and other current assets and \$36.7 million was included in other assets on the Company's condensed consolidated balance sheet as of September 30, 2018. For total deferred customer contract acquisition costs and contract fulfillment costs, the Company's amortization and reduction of carrying value associated with contract termination was \$10.6 million and \$20.3 million, for the three and six months ended September 30, 2018, respectively.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

*Comparative results*

The Company adopted ASC 606 as of April 1, 2018 using the “modified retrospective method” under which the Company is required to provide additional disclosures comparing results to previous accounting standards. Accordingly, the following table presents the Company’s reported results under ASC 606 and the Company’s pro forma results using the historical accounting method under ASC 605 for the three and six months ended September 30, 2018 and as of September 30, 2018:

|   | <b>Three Months Ended September 30, 2018</b> |                              |   |
|---|--|------------------------------|---|
|   | <b>As Reported</b>                           | <b>Impact of<br/>ASC 606</b> | <b>Historical<br/>Accounting<br/>Method</b> |
|   | <b>(In thousands, except per share data)</b> |                              |   |
| <b>Condensed Consolidated Statements of Operations<br/>and Comprehensive Income (Loss):</b> |  |                              |   |
| Product revenues  | \$ 280,435                                   | \$ (4,779)                   | \$ 275,656                                  |
| Service revenues  | 237,039                                      | (511)                        | 236,528                                     |
| Total revenues  | 517,474                                      | (5,290)                      | 512,184                                     |
| Cost of product revenues  | 216,900                                      | (3,396)                      | 213,504                                     |
| Cost of service revenues  | 175,230                                      | 52                           | 175,282                                     |
| Selling, general and administrative   | 113,120                                      | 3,871                        | 116,991                                     |
| Independent research and development  | 31,360                                       | 1,500                        | 32,860                                      |
| Loss from operations  | (21,571)                                     | (7,317)                      | (28,888)                                    |
| Interest expense  | (14,074)                                     | 1,011                        | (13,063)                                    |
| Loss before income taxes  | (35,616)                                     | (6,306)                      | (41,922)                                    |
| Benefit from income taxes   | 9,704  | 1,940                        | 11,644                                      |
| Net loss  | (25,598)                                     | (4,366)                      | (29,964)                                    |
| Net loss attributable to Viasat, Inc.   | (25,724)                                     | (4,366)                      | (30,090)                                    |
| Basic net loss per share attributable to Viasat, Inc.<br>common stockholders                | \$ (0.43)                                    | \$ (0.07)                    | \$ (0.50)                                   |
| Diluted net loss per share attributable to Viasat, Inc.<br>common stockholders              | \$ (0.43)                                    | \$ (0.07)                    | \$ (0.50)                                   |

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

|   | Six Months Ended September 30, 2018   |                      |                                    |
|---|---------------------------------------|----------------------|------------------------------------|
|   | As Reported                           | Impact of<br>ASC 606 | Historical<br>Accounting<br>Method |
|   | (In thousands, except per share data) |                      |                                    |
| <b>Condensed Consolidated Statements of Operations<br/>and Comprehensive Income (Loss):</b> |                                       |                      |                                    |
| Product revenues  | \$ 498,564                            | \$ (4,200)           | \$ 494,364                         |
| Service revenues  | 457,779                               | (1,577)              | 456,202                            |
| Total revenues  | 956,343                               | (5,777)              | 950,566                            |
| Cost of product revenues  | 390,348                               | (3,147)              | 387,201                            |
| Cost of service revenues  | 346,662                               | (70)                 | 346,592                            |
| Selling, general and administrative   | 225,762                               | 6,210                | 231,972                            |
| Independent research and development  | 64,733                                | 4,245                | 68,978                             |
| Loss from operations  | (76,050)                              | (13,015)             | (89,065)                           |
| Interest expense  | (25,398)                              | 2,003                | (23,395)                           |
| Loss before income taxes  | (101,383)                             | (11,012)             | (112,395)                          |
| Benefit from income taxes   | 38,909                                | 1,755                | 40,664                             |
| Net loss  | (61,095)                              | (9,257)              | (70,352)                           |
| Net loss attributable to Viasat, Inc.   | (59,734)                              | (9,257)              | (68,991)                           |
| <b>Basic net loss per share attributable to Viasat, Inc.<br/>common stockholders</b>        |                                       |                      |                                    |
|   | \$ (1.00)                             | \$ (0.16)            | \$ (1.16)                          |
| <b>Diluted net loss per share attributable to Viasat, Inc.<br/>common stockholders</b>      |                                       |                      |                                    |
|   | \$ (1.00)                             | \$ (0.16)            | \$ (1.16)                          |

|   | As of September 30, 2018 |                      |                                    |
|---|--------------------------|----------------------|------------------------------------|
|   | As Reported              | Impact of<br>ASC 606 | Historical<br>Accounting<br>Method |
|   | (In thousands)           |                      |                                    |
| <b>Condensed Consolidated Balance Sheets:</b> |                          |                      |                                    |
| Accounts receivable, net                      | \$ 268,803               | \$ 2,322             | \$ 271,125                         |
| Inventories                                   | 232,078                  | (2,125)              | 229,953                            |
| Prepaid expenses and other current assets     | 233,258                  | (16,952)             | 216,306                            |
| Other assets                                  | 744,740                  | (23,865)             | 720,875                            |
| Accrued liabilities                           | 250,407                  | (5,483)              | 244,924                            |
| Retained earnings                             | 252,107                  | (35,136)             | 216,971                            |

**Advertising costs**

In accordance with the authoritative guidance for advertising costs (ASC 720-35), advertising costs are expensed as incurred and included in selling, general and administrative (SG&A) expenses. Advertising expenses for the three months ended September 30, 2018 and 2017 were \$10.3 million and \$2.3 million, respectively, and for the six months ended September 30, 2018 and 2017 were \$17.0 million and \$3.5 million, respectively.

**Restricted cash**

Restricted cash relates to ViaSat-2 satellite insurance claim proceeds held by the trustee under the Company's direct loan facility with the Export-Import Bank of the United States for ViaSat-2 (the Ex-Im Credit Facility) pending repayment of borrowings under the Ex-Im Credit Facility with such proceeds (see Note 6 — Senior Notes and Other Long-Term Debt for more information).

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

In accordance with the authoritative guidance for the statement of cash flows (ASU 230), the following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the condensed consolidated balance sheets that total to the amounts shown in the condensed consolidated statements of cash flows.

|  | As of<br>September 30, 2018 | As of<br>March 31, 2018 |
|--|-----------------------------|-------------------------|
|  | (in thousands)              |                         |
| Cash and cash equivalents  | \$ 44,458                   | \$ 71,446               |
| Restricted cash  | 7,169                       | —                       |
| Total cash and cash equivalents and restricted cash shown in the consolidated statements of cash flows | \$ 51,627                   | \$ 71,446               |

**Property, equipment and satellites**

Satellites and other property and equipment, including internally developed software, are recorded at cost or, in the case of certain satellites and other property acquired, the fair value at the date of acquisition, net of accumulated depreciation. Capitalized satellite costs consist primarily of the costs of satellite construction and launch, including launch insurance and insurance during the period of in-orbit testing, the net present value of performance incentives expected to be payable to satellite manufacturers (dependent on the continued satisfactory performance of the satellites), costs directly associated with the monitoring and support of satellite construction, and interest costs incurred during the period of satellite construction. The Company also constructs earth stations, network operations systems and other assets to support its satellites, and those construction costs, including interest, are capitalized as incurred. At the time satellites are placed in service, the Company estimates the useful life of its satellites for depreciation purposes based upon an analysis of each satellite's performance against the original manufacturer's orbital design life, estimated fuel levels and related consumption rates, as well as historical satellite operating trends. Costs related to internally developed software for internal uses are capitalized after the preliminary project stage is complete and are amortized over the estimated useful lives of the assets. Costs incurred for additions to property, equipment and satellites, together with major renewals and betterments, are capitalized and depreciated over the remaining life of the underlying asset. Costs incurred for maintenance, repairs and minor renewals and betterments are charged to expense as incurred. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation or amortization are removed from the accounts and any resulting gain or loss is recognized in operations, which for the periods presented, primarily related to losses incurred for unreturned customer premise equipment (CPE). The Company computes depreciation using the straight-line method over the estimated useful lives of the assets ranging from two to 24 years. Leasehold improvements are capitalized and amortized using the straight-line method over the shorter of the lease term or the life of the improvement.

Interest expense is capitalized on the carrying value of assets under construction, in accordance with the authoritative guidance for the capitalization of interest (ASC 835-20). With respect to the ViaSat-3 class satellites, gateway and networking equipment and other assets under construction, the Company capitalized \$7.5 million and \$13.7 million of interest expense for the three and six months ended September 30, 2018, respectively. With respect to the ViaSat-2 satellite, ViaSat-3 class satellites, gateway and networking equipment and other assets under construction, the Company capitalized \$16.1 million and \$30.7 million of interest expense for the three and six months ended September 30, 2017, respectively.

The Company owns three satellites in service: ViaSat-2 (its second-generation high-capacity Ka-band spot-beam satellite, which was placed into service in the fourth quarter of fiscal year 2018), ViaSat-1 (its first-generation high-capacity Ka-band spot-beam satellite, which was placed into service in January 2012) and WildBlue-1 (which was placed into service in March 2007). The Company currently has two third-generation ViaSat-3 class satellites under construction. The Company also has an exclusive prepaid lifetime capital lease of Ka-band capacity over the contiguous United States on Telesat Canada's Anik F2 satellite (which was placed into service in April 2005) and owns related earth stations and networking equipment for all of its satellites. The Company periodically reviews the remaining estimated useful life of its satellites to determine if revisions to estimated lives are necessary. The Company procures indoor and outdoor CPE units leased to subscribers under a retail leasing program as part of the Company's satellite services segment, which are reflected in investing activities and property and equipment in the accompanying condensed consolidated financial statements. The Company depreciates the satellites, earth stations and networking equipment, CPE units and related installation costs over their estimated useful lives. The total cost and accumulated depreciation of CPE units included in property and equipment, net, as of September 30, 2018 were \$341.3 million and \$133.2 million, respectively. The total cost and accumulated depreciation of CPE units included in property and equipment, net, as of March 31, 2018 were \$298.7 million and \$129.0 million, respectively.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

On June 1, 2017, the Company's second-generation ViaSat-2 satellite was successfully launched into orbit. In the fourth quarter of fiscal year 2018, shortly before the launch of commercial broadband services on the satellite, the Company reported an antenna deployment issue. The Company worked with the satellite manufacturer to determine the root cause of the antenna deployment issue, potential correcting measures, and resulting damage. In the second quarter of fiscal year 2019, the root cause analysis was completed. Based on that analysis, the Company recorded a reduction to the carrying value of the ViaSat-2 satellite of \$177.4 million, with a corresponding insurance claim receivable of \$177.4 million, based on the Company's estimated ViaSat-2 output capabilities as compared to the anticipated, potential and configured capacity of the ViaSat-2 satellite. As of September 30, 2018, the Company had received \$44.4 million in insurance recovery proceeds related to such claims and the remaining \$133.0 million, as probable, was recorded as a receivable. The ViaSat-2 satellite was primarily financed by the Ex-Im Credit Facility (see Note 6 — Senior Notes and Other Long-Term Debt for more information). Pursuant to the terms of the Ex-Im Credit Facility, insurance proceeds received from such claims will be used to pay down outstanding borrowings under the Ex-Im Credit Facility upon receipt. Subsequent to the end of the fiscal second quarter, the Company received an additional \$57.8 million related to its outstanding ViaSat-2 insurance claims.

Occasionally, the Company may enter into capital lease arrangements for various machinery, equipment, computer-related equipment, software, furniture or fixtures. The Company records amortization of assets leased under capital lease arrangements within depreciation expense.

***Patents, orbital slots and other licenses***

The Company capitalizes the costs of obtaining or acquiring patents, orbital slots and other licenses. Amortization of intangible assets that have finite lives is provided for by the straight-line method over the shorter of the legal or estimated economic life. Total capitalized costs of \$3.2 million related to patents were included in other assets as of September 30, 2018 and March 31, 2018. The Company capitalized costs of \$16.4 million and \$15.4 million related to acquiring and obtaining orbital slots and other licenses included in other assets as of September 30, 2018 and March 31, 2018, respectively. Accumulated amortization related to these assets was \$2.8 million and \$2.5 million as of September 30, 2018 and March 31, 2018, respectively. Amortization expense related to these assets was an insignificant amount for the three and six months ended September 30, 2018 and 2017. If a patent, orbital slot or orbital license is rejected, abandoned or otherwise invalidated, the unamortized cost is expensed in that period. During the three and six months ended September 30, 2018 and 2017, the Company did not write off any significant costs due to abandonment or impairment.

***Debt issuance costs***

Debt issuance costs are amortized and recognized as interest expense using the effective interest rate method, or, when the results are not materially different, on a straight-line basis over the expected term of the related debt. During the three months ended September 30, 2018 and 2017, no debt issuance costs were capitalized. Unamortized debt issuance costs related to extinguished debt are expensed at the time the debt is extinguished and recorded in loss on extinguishment of debt in the condensed consolidated statements of operations and comprehensive income (loss). Debt issuance costs related to the Company's revolving credit facility (the Revolving Credit Facility) are recorded in prepaid expenses and other current assets and in other long-term assets in the condensed consolidated balance sheets in accordance with the authoritative guidance for imputation of interest (ASC 835-30). Debt issuance costs related to the Company's 5.625% Senior Notes due 2025 (the 2025 Notes) and the the Ex-Im Credit Facility are recorded as a direct deduction from the carrying amount of the related debt, consistent with debt discounts, in accordance with the authoritative guidance for imputation of interest (ASC 835-30).



**Software development**

Costs of developing software for sale are charged to research and development expense when incurred, until technological feasibility has been established. Software development costs incurred from the time technological feasibility is reached until the product is available for general release to customers are capitalized and reported at the lower of unamortized cost or net realizable value. Once the product is available for general release, the software development costs are amortized based on the ratio of current to future revenue for each product with an annual minimum equal to straight-line amortization over the remaining estimated economic life of the product, generally within five years. Capitalized costs, net, of \$244.7 million and \$246.8 million related to software developed for resale were included in other assets as of September 30, 2018 and March 31, 2018, respectively. The Company capitalized \$9.6 million and \$21.0 million of costs related to software developed for resale for the three and six months ended September 30, 2018, respectively. The Company capitalized \$20.0 million and \$37.8 million of costs related to software developed for resale for the three and six months ended September 30, 2017, respectively. Amortization expense for capitalized software development costs was \$11.7 million and \$23.1 million for the three and six months ended September 30, 2018, respectively, and \$6.6 million and \$16.3 million for the three and six months ended September 30, 2017, respectively.

**Self-insurance liabilities**

The Company has self-insurance plans to retain a portion of the exposure for losses related to employee medical benefits and workers' compensation. The self-insurance plans include policies which provide for both specific and aggregate stop-loss limits. The Company utilizes internal actuarial methods as well as other historical information for the purpose of estimating ultimate costs for a particular plan year. Based on these actuarial methods, along with currently available information and insurance industry statistics, the Company has recorded self-insurance liability for its plans of \$4.9 million and \$4.5 million in accrued liabilities in the condensed consolidated balance sheets as of September 30, 2018 and March 31, 2018, respectively. The Company's estimate, which is subject to inherent variability, is based on average claims experience in the Company's industry and its own experience in terms of frequency and severity of claims, including asserted and unasserted claims incurred but not reported, with no explicit provision for adverse fluctuation from year to year. This variability may lead to ultimate payments being either greater or less than the amounts presented above. Self-insurance liabilities have been classified as a current liability in accrued liabilities in accordance with the estimated timing of the projected payments.

**Indemnification provisions**

In the ordinary course of business, the Company includes indemnification provisions in certain of its contracts, generally relating to parties with which the Company has commercial relations. Pursuant to these agreements, the Company will indemnify, hold harmless and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party, including but not limited to losses relating to third-party intellectual property claims. To date, there have not been any material costs incurred in connection with such indemnification clauses. The Company's insurance policies do not necessarily cover the cost of defending indemnification claims or providing indemnification, so if a claim was filed against the Company by any party that the Company has agreed to indemnify, the Company could incur substantial legal costs and damages. A claim would be accrued when a loss is considered probable and the amount can be reasonably estimated. At September 30, 2018 and March 31, 2018, no such amounts were accrued related to the aforementioned provisions.

**Noncontrolling interests**

A noncontrolling interest represents the equity interest in a subsidiary that is not attributable, either directly or indirectly, to the Company and is reported as equity of the Company, separately from the Company's controlling interest. Revenues, expenses, gains, losses, net income (loss) and other comprehensive income (loss) are reported in the condensed consolidated financial statements at the consolidated amounts, which include the amounts attributable to both the controlling and noncontrolling interest.

***Investments in unconsolidated affiliate — equity method***

Investments in entities in which the Company can exercise significant influence, but does not own a majority equity interest or otherwise control, are accounted for using the equity method and are included as investment in unconsolidated affiliate in other assets (long-term) on the condensed consolidated balance sheets. The Company records its share of the results of such entities within equity in income (loss) of unconsolidated affiliate, net on the condensed consolidated statements of operations and comprehensive income (loss). The Company monitors such investments for other-than-temporary impairment by considering factors including the current economic and market conditions and the operating performance of the entities and records reductions in carrying values when necessary. The fair value of privately held investments is estimated using the best available information as of the valuation date, including current earnings trends, undiscounted cash flows, quoted stock prices of comparable public companies, and other company specific information, including recent financing rounds.

***Common stock held in treasury***

As of September 30, 2018 and March 31, 2018, the Company had no shares of common stock held in treasury.

During the six months ended September 30, 2018 and 2017, the Company issued 308,731 and 106,741 shares of common stock, respectively, based on the vesting terms of certain restricted stock unit agreements. In order for employees to satisfy minimum statutory employee tax withholding requirements related to the issuance of common stock underlying these restricted stock unit agreements, during the six months ended September 30, 2018 and 2017, the Company repurchased 103,337 and 36,666 shares of common stock, respectively, at cost and with a total value of \$6.6 million and \$2.5 million, respectively. Although shares withheld for employee withholding taxes are technically not issued, they are treated as common stock repurchases for accounting purposes (with such shares deemed to be repurchased and then immediately retired), as they reduce the number of shares that otherwise would have been issued upon vesting of the restricted stock units. These retired shares remain as authorized stock and are considered to be unissued. The retirement of treasury stock had no impact on the Company's total consolidated stockholders' equity.

***Derivatives***

The Company enters into foreign currency forward and option contracts from time to time to hedge certain forecasted foreign currency transactions. Gains and losses arising from foreign currency forward and option contracts not designated as hedging instruments are recorded in other income (expense) as gains (losses) on derivative instruments. Gains and losses arising from the effective portion of foreign currency forward and option contracts which are designated as cash-flow hedging instruments are recorded in accumulated other comprehensive income (loss) as unrealized gains (losses) on derivative instruments until the underlying transaction affects the Company's earnings, at which time they are then recorded in the same income statement line as the underlying transaction.

During the three and six months ended September 30, 2018 and 2017, the Company settled certain foreign exchange contracts and in connection therewith for each period recognized an insignificant gain or loss recorded in cost of revenues based on the nature of the underlying transactions. The fair value of the Company's foreign currency forward contracts was an insignificant amount recorded as an accrued liability as of September 30, 2018 and an other current asset as of March 31, 2018. The notional value of foreign currency forward contracts outstanding was \$4.8 million as of September 30, 2018 and an insignificant amount as of March 31, 2018.

As of September 30, 2018, the estimated net amount of unrealized gains or losses related to foreign currency forward contracts that was expected to be reclassified to earnings within the next 12 months was insignificant. The Company's foreign currency forward contracts outstanding as of September 30, 2018 will mature within approximately 21 months from their inception. There were no gains or losses from ineffectiveness of these derivative instruments recorded for the three and six months ended September 30, 2018 and 2017.

**Stock-based compensation**

In accordance with the authoritative guidance for share-based payments (ASC 718), the Company measures stock-based compensation cost at the grant date, based on the estimated fair value of the award. Expense for restricted stock units and stock options is recognized on a straight-line basis over the employee's requisite service period. Expense for total shareholder return (TSR) performance stock options that vest is recognized regardless of the actual TSR outcome achieved and is recognized on a graded-vesting basis. The Company accounts for forfeitures as they occur. The Company recognized \$19.4 million and \$38.5 million of stock-based compensation expense for the three and six months ended September 30, 2018, respectively. The Company recognized \$16.0 million and \$31.5 million of stock-based compensation expense for the three and six months ended September 30, 2017, respectively.

**Income taxes**

Accruals for uncertain tax positions are provided for in accordance with the authoritative guidance for accounting for uncertainty in income taxes (ASC 740). The Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The authoritative guidance for accounting for uncertainty in income taxes also provides guidance on derecognition of income tax assets and liabilities, classification of deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, and income tax disclosures. The Company's policy is to recognize interest expense and penalties related to income tax matters as a component of income tax expense.

The Company calculates its provision for income taxes at the end of each interim reporting period on the basis of an estimated annual effective tax rate adjusted for tax items that are discrete to each period.

A deferred income tax asset or liability is established for the expected future tax consequences resulting from differences in the financial reporting and tax bases of assets and liabilities and for the expected future tax benefit to be derived from tax credit and loss carryforwards. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

**Recent authoritative guidance**

In May 2014, the Financial Accounting Standards Board (FASB) issued ASU 2014-09, Revenue from Contracts with Customers. ASU 2014-09 requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to a customer. This guidance replaced most existing revenue recognition guidance and became effective for the Company beginning in fiscal year 2019, including interim periods within that reporting period, based on the FASB decision in July 2015 (ASU 2015-14, Revenue from Contracts with Customers — Deferral of the Effective Date) to delay the effective date of the new revenue recognition standard by one year, but providing entities a choice to adopt the standard as of the original effective date. In March 2016, the FASB issued ASU 2016-08, Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which clarifies the implementation guidance on principal versus agent considerations. In April 2016, the FASB issued ASU 2016-10, Identifying Performance Obligations and Licensing, which clarifies the implementation guidance on identifying performance obligations and the licensing implementation guidance. In May 2016, the FASB issued ASU 2016-12, Narrow-Scope Improvements and Practical Expedients, which provides practical expedient for contract modifications and clarification on assessing the collectability criterion, presentation of sales taxes, measurement date for non-cash consideration and completed contracts at transition. In December 2016, the FASB issued ASU 2016-20, Technical Corrections and Improvements to ASC 606, Revenue from Contracts with Customers, which provides for correction or improvement to the guidance previously issued in ASU 2014-09. These standards permit the use of either the retrospective or cumulative effect transition method. The Company adopted this standard effective as of April 1, 2018 utilizing the "modified retrospective method." For additional information see Note 1 – *Revenue recognition*.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities (ASC 825-10). ASU 2016-01 requires that most equity investments (except those accounted for under the equity method for accounting or those that result in consolidation of the investee) be measured at fair value, with subsequent changes in fair value recognized in net income (loss). The new guidance also impacts financial liabilities under the fair value option and the presentation and disclosure requirements for financial instruments. The new guidance was required to be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. In February 2018, the FASB issued ASU 2018-03, Technical Corrections and Improvements to Financial Instruments – Overall (ASC 825-10), which clarified certain aspects of the guidance issued in ASU 2016-01. ASU 2016-01 became effective for the Company in fiscal year 2019. The Company adopted the guidance in ASU 2016-01 beginning in the first quarter of fiscal year 2019 on a modified retrospective basis and adopted the guidance in ASU 2018-03 beginning in the second quarter of fiscal year 2019. The guidance in both ASU 2016-01 and ASU 2018-03 did not have a material impact on the Company's consolidated financial statements and disclosures.

In February 2016, the FASB issued ASU 2016-02, Leases (ASC 842). ASU 2016-02 requires lessees to recognize most leases on their balance sheets as lease liabilities with corresponding right-of-use assets and eliminates certain real estate-specific provisions. In January 2018, the FASB issued ASU 2018-01, Leases (ASC 842). ASU 2018-01 permits an entity to elect an optional transition practical expedient to not evaluate land easements that exist or expired before the entity's adoption of ASC 842 and that were not previously accounted for as leases under ASC 840. In July 2018, the FASB issued ASU 2018-10, Codification Improvements to ASC 842, Leases, which was issued to provide more detailed guidance and additional clarification for implementing ASU 2016-02. In July 2018, the FASB issued ASU 2018-11, Leases (ASC 842): Targeted Improvements, which provides an additional (and optional) transition method whereby the new lease standard is applied at the adoption date and recognized as an adjustment to retained earnings. The new guidance will become effective for the Company beginning in the first quarter of fiscal year 2020, with early adoption permitted. The Company is currently evaluating the method of adoption as well as the impact of this standard on its consolidated financial statements and disclosures.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments — Credit Losses (ASC 326). ASU 2016-13 requires credit losses on most financial assets measured at amortized cost and certain other instruments to be measured using an expected credit loss model (referred to as the current expected credit loss (CECL) model). It also modifies the impairment model for available-for-sale debt securities and provides for a simplified accounting model for purchased financial assets with credit deterioration since their origination. The new guidance will become effective for the Company beginning in fiscal year 2021, with early adoption permitted. The new guidance is required to be applied on a modified-retrospective basis. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (ASC 230). ASU 2016-15 makes eight targeted changes to how companies present and classify certain cash receipts and cash payments in the statement of cash flows. The new standard became effective for the Company beginning in fiscal year 2019, with early adoption permitted. The new standard required adoption on a retrospective basis unless impracticable to apply, in which case the Company would have been required to apply the amendments prospectively as of the earliest date practicable. The Company early adopted the guidance on a retrospective basis in the second quarter of fiscal year 2018 and as a result cash payments for debt prepayment and extinguishment were classified as cash outflows for financing activities in fiscal year 2018. Otherwise the adoption of this guidance did not have a material impact on the Company's consolidated financial statements and disclosures.

In October 2016, the FASB issued ASU 2016-16, Income Taxes (ASC 740). ASU 2016-16 requires that an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs as opposed to when the asset has been sold to an outside party. The new standard became effective for the Company beginning in the first quarter of fiscal year 2019. The new standard requires adoption on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period. The Company adopted this guidance beginning in the first quarter of fiscal year 2019 on a modified retrospective basis and the guidance did not have a material impact on the Company's consolidated financial statements and disclosures.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

In January 2017, the FASB issued ASU 2017-01, Business Combinations: Clarifying the Definition of a Business (ASC 805). ASU 2017-01 clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The new standard became effective for the Company beginning in the first quarter of fiscal year 2019. The Company adopted this guidance beginning in the first quarter of fiscal year 2019 on a prospective basis and the guidance did not have a material impact on the Company's consolidated financial statements and disclosures.

In January 2017, the FASB issued ASU 2017-04, Intangibles — Goodwill and Other: Simplifying the Test for Goodwill Impairment (ASC 350). ASU 2017-04 removes Step 2 from the goodwill impairment test. The standard will become effective for the Company beginning in fiscal year 2021, with early adoption permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures.

In February 2017, the FASB issued ASU 2017-05, Other Income — Gains and Losses from the Derecognition of Nonfinancial Assets (ASC 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets. ASU 2017-05 clarifies the scope and accounting of a financial asset that meets the definition of an "in-substance nonfinancial asset" and defines the term "in-substance nonfinancial asset." ASU 2017-05 also adds guidance for partial sales of nonfinancial assets. The standard became effective for the Company beginning in the first quarter of fiscal year 2019. The Company adopted this guidance beginning in the first quarter of fiscal year 2019 on a prospective basis and the guidance did not have a material impact on the Company's consolidated financial statements and disclosures.

In March 2017, the FASB issued ASU 2017-08, Receivables — Nonrefundable Fees and Other Costs (ASC 310-20): Premium Amortization on Purchased Callable Debt Securities. ASU 2017-08 amends the amortization period for certain callable debt securities held at a premium. The amendments require the premium to be amortized to the earliest call date. The standard will become effective for the Company beginning in fiscal year 2020, with early adoption permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures.

In May 2017, the FASB issued ASU 2017-09, Compensation — Stock Compensation (ASC 718): Scope of Modification Accounting. ASU 2017-09 provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The standard became effective for the Company beginning in the first quarter of fiscal year 2019. The Company early adopted this standard beginning in the fourth quarter of fiscal year 2018. The guidance did not have a material impact on the Company's consolidated financial statements and disclosures.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging (ASC 815): Targeted Improvements to Accounting for Hedging Activities. ASU 2017-12 improves the financial reporting of hedging relationships to better portray the economic results of an entity's risk management activities in its financial statements and make certain targeted improvements to simplify the application of the hedge accounting guidance in current GAAP. The amendments in this update better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and presentation of hedge results. The standard will become effective for the Company beginning in fiscal year 2020, with early adoption permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

In June 2018, the FASB issued ASU 2018-07, Compensation – Stock Compensation (ASC 718): Improvements to Nonemployee Share-Based Payment Accounting. ASU 2018-07 simplifies the accounting for nonemployee share-based payment transactions. Consequently, the accounting for share-based payments to nonemployees and employees will be substantially aligned. The new standard will become effective for the Company beginning in fiscal year 2020, with early adoption permitted. The Company early adopted the guidance in the first quarter of fiscal year 2019 and the guidance did not have a material impact on the Company's consolidated financial statements and disclosures.

In July 2018, the FASB issued ASU 2018-09, Codification Improvements, which is related to a project by the FASB to facilitate codification updates for technical corrections, clarifications and other minor improvements. The new standard contains amendments that affect a wide variety of topics in the ASC. The effective date of the standard is dependent on the facts and circumstances of each amendment. Some amendments do not require transition guidance and were effective upon the issuance of this standard. A majority of the amendments in ASU 2018-09 will become effective for the Company beginning in fiscal year 2020. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures, however this standard has not and is not expected to have a material impact on its consolidated financial statements and disclosures.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (ASC 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement, which modifies the disclosure requirements for fair value measurements by removing, modifying, or adding certain disclosures. The new standard will become effective for the Company beginning in fiscal year 2021, with early adoption permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures.

In August 2018, the FASB issued ASU 2018-15, Intangibles—Goodwill and Other—Internal-Use Software (ASC 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract, which aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). The new standard will become effective for the Company beginning in fiscal year 2021, with early adoption permitted. The Company early adopted the guidance in the second quarter of fiscal year 2019 and the adoption of the guidance did not have a material impact on the Company's consolidated financial statements and disclosures.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

**Note 2 — Composition of Certain Balance Sheet Captions**

|   | As of<br>September 30,<br>2018 | As of<br>March 31,<br>2018 |
|---|--------------------------------|----------------------------|
| (In thousands)  |                                |                            |
| <b>Accounts receivable, net:</b>  |                                |                            |
| Billed  | \$ 188,915                     | \$ 184,536                 |
| Unbilled  | 81,592                         | 85,156                     |
| Allowance for doubtful accounts   | (1,704)                        | (2,027)                    |
|   | <u>\$ 268,803</u>              | <u>\$ 267,665</u>          |
| <b>Inventories:</b>   |                                |                            |
| Raw materials   | \$ 74,995                      | \$ 62,252                  |
| Work in process   | 51,704                         | 47,465                     |
| Finished goods  | 105,379                        | 86,590                     |
|   | <u>\$ 232,078</u>              | <u>\$ 196,307</u>          |
| <b>Prepaid expenses and other current assets:</b>                                 |                                |                            |
| Prepaid expenses  | \$ 80,984                      | \$ 68,516                  |
| Insurance receivable  | 133,020                        | —                          |
| Other   | 19,254                         | 8,619                      |
|   | <u>\$ 233,258</u>              | <u>\$ 77,135</u>           |
| <b>Satellites, net:</b>   |                                |                            |
| Satellites (estimated useful life of 10-17 years)                                 | \$ 978,098                     | \$ 1,152,503               |
| Capital lease of satellite capacity — Anik F2 (estimated useful life of 10 years) | 99,090                         | 99,090                     |
| Satellites under construction   | 459,222                        | 362,342                    |
|   | 1,536,410                      | 1,613,935                  |
| Less: accumulated depreciation and amortization                                   | (412,336)                      | (373,948)                  |
|   | <u>\$ 1,124,074</u>            | <u>\$ 1,239,987</u>        |
| <b>Property and equipment, net:</b>   |                                |                            |
| Equipment and software (estimated useful life of 2-7 years)                       | \$ 939,026                     | \$ 864,140                 |
| CPE leased equipment (estimated useful life of 4-5 years)                         | 341,308                        | 298,746                    |
| Furniture and fixtures (estimated useful life of 7 years)                         | 39,952                         | 35,234                     |
| Leasehold improvements (estimated useful life of 2-17 years)                      | 115,300                        | 111,841                    |
| Building (estimated useful life of 24 years)                                      | 8,923                          | 8,923                      |
| Land  | 2,291                          | 15,322                     |
| Construction in progress  | 158,173                        | 108,192                    |
|   | 1,604,973                      | 1,442,398                  |
| Less: accumulated depreciation  | (778,674)                      | (719,910)                  |
|   | <u>\$ 826,299</u>              | <u>\$ 722,488</u>          |
| <b>Other acquired intangible assets, net:</b>                                     |                                |                            |
| Technology (weighted average useful life of 6 years)                              | \$ 89,094                      | \$ 90,652                  |
| Contracts and customer relationships (weighted average useful life of 7 years)    | 103,421                        | 103,808                    |
| Satellite co-location rights (weighted average useful life of 9 years)            | 8,600                          | 8,600                      |
| Trade name (weighted average useful life of 3 years)                              | 5,940                          | 5,940                      |
| Other (weighted average useful life of 6 years)                                   | 10,035                         | 10,137                     |
|   | 217,090                        | 219,137                    |
| Less: accumulated amortization  | (191,018)                      | (187,275)                  |
|   | <u>\$ 26,072</u>               | <u>\$ 31,862</u>           |
| <b>Other assets:</b>  |                                |                            |
| Investment in unconsolidated affiliate  | \$ 160,559                     | \$ 163,835                 |
| Deferred income taxes   | 255,292                        | 222,274                    |
| Capitalized software costs, net   | 244,729                        | 246,792                    |
| Patents, orbital slots and other licenses, net                                    | 16,800                         | 16,100                     |
| Other   | 67,360                         | 37,133                     |
|   | <u>\$ 744,740</u>              | <u>\$ 686,134</u>          |
| <b>Accrued liabilities:</b>   |                                |                            |
| Collections in excess of revenues and deferred revenues                           | \$ 108,977                     | \$ 121,439                 |
| Accrued employee compensation   | 28,614                         | 46,106                     |
| Accrued vacation  | 40,032                         | 39,022                     |
| Warranty reserve, current portion   | 5,196                          | 5,357                      |
| Other   | 67,588                         | 51,752                     |
|   | <u>\$ 250,407</u>              | <u>\$ 263,676</u>          |
| <b>Other liabilities:</b>   |                                |                            |
| Deferred revenues, long-term portion  | \$ 81,740                      | \$ 77,831                  |
| Deferred rent, long-term portion  | 15,378                         | 13,769                     |
| Warranty reserve, long-term portion   | 1,712                          | 1,557                      |
| Satellite performance incentive obligations, long-term portion                    | 25,465                         | 18,181                     |
| Other   | 5,971                          | 9,902                      |
|   | <u>\$ 130,266</u>              | <u>\$ 121,240</u>          |

**Note 3 — Fair Value Measurements**

In accordance with the authoritative guidance for financial assets and liabilities measured at fair value on a recurring basis (ASC 820), the Company determines fair value based on the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants, and prioritizes the inputs used to measure fair value from market-based assumptions to entity specific assumptions:

- Level 1 — Inputs based on quoted market prices for identical assets or liabilities in active markets at the measurement date.
- Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 — Inputs which reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. The inputs are unobservable in the market and significant to the instrument's valuation.

The Company had no assets and an insignificant amount of liabilities (Level 2) measured at fair value on a recurring basis as of September 30, 2018, and had an insignificant amount of assets (Level 1) and no liabilities measured at fair value on a recurring basis as of March 31, 2018.

The following section describes the valuation methodologies the Company uses to measure financial instruments at fair value:

*Cash equivalents* — The Company's cash equivalents consist of money market funds. Money market funds are valued using quoted prices for identical assets in an active market with sufficient volume and frequency of transactions (Level 1).

*Foreign currency forward contracts* — The Company uses derivative financial instruments to manage foreign currency risk relating to foreign exchange rates. The Company does not use these instruments for speculative or trading purposes. The Company's objective is to reduce the risk to earnings and cash flows associated with changes in foreign currency exchange rates. Derivative instruments are recognized as either assets or liabilities in the accompanying condensed consolidated financial statements and are measured at fair value. Gains and losses resulting from changes in the fair values of those derivative instruments are recorded to earnings or other comprehensive income (loss) depending on the use of the derivative instrument and whether it qualifies for hedge accounting. The Company's foreign currency forward contracts are valued using standard calculations/models that are primarily based on observable inputs, such as foreign currency exchange rates, or can be corroborated by observable market data (Level 2).

*Long-term debt* — The Company's long-term debt consists of borrowings under its Revolving Credit Facility and Ex-Im Credit Facility (collectively, the Credit Facilities), as well as \$700.0 million in aggregate principal amount of 2025 Notes. Long-term debt related to the Revolving Credit Facility is reported at the outstanding principal amount of borrowings, while long-term debt related to the Ex-Im Credit Facility and the Company's current and former senior notes (including the 2025 Notes) is reported at amortized cost. However, for disclosure purposes, the Company is required to measure the fair value of outstanding debt on a recurring basis. As of September 30, 2018 and March 31, 2018, the estimated fair value of the Company's outstanding long-term debt related to the 2025 Notes was determined based on actual or estimated bids and offers for the 2025 Notes in an over-the-counter market (Level 2) and was \$662.6 million and \$674.0 million, respectively. The fair value of the Company's long-term debt related to the Revolving Credit Facility approximates its carrying amount due to its variable interest rate, which approximates a market interest rate. As of September 30, 2018 and March 31, 2018, the fair value of the Company's long-term debt related to the Ex-Im Credit Facility was determined based on a discounted cash flow analysis using observable market interest rates for instruments with similar terms (Level 2) and was approximately \$292.5 million and \$347.4 million, respectively.

*Satellite performance incentive obligations* — The Company's contracts with the manufacturers of the ViaSat-1 and ViaSat-2 satellites require the Company to make monthly in-orbit satellite performance incentive payments, including interest, through approximately fiscal year 2028, subject to the continued satisfactory performance of the applicable satellites. The Company records the net present value of these expected future payments as a liability and as a component of the cost of the satellite. However, for disclosure purposes, the Company is required to measure the fair value of outstanding satellite performance incentive obligations on a recurring basis. The fair value of the Company's outstanding satellite performance incentive obligations is estimated to approximate their carrying value based on current rates (Level 2). As of September 30, 2018 and March 31, 2018, the Company's estimated satellite performance incentive obligations relating to the ViaSat-1 and ViaSat-2 satellites, including accrued interest, were \$33.5 million and \$21.0 million, respectively.



**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

**Note 4 — Shares Used In Computing Diluted Net Loss Per Share**

The weighted average number of shares used to calculate basic and diluted net loss per share attributable to Viasat, Inc. common stockholders is the same for the three and six months ended September 30, 2018 and 2017, as the Company incurred a net loss attributable to Viasat, Inc. common stockholders for such periods and inclusion of potentially dilutive weighted average shares of common stock would be antidilutive. Potentially dilutive weighted average shares of common stock excluded from the calculation for the three and six months ended September 30, 2018 were 1,313,881 and 1,309,180 shares relating to stock options (other than TSR performance stock options), respectively, 630,254 and 480,518 shares relating to restricted stock units, respectively, and 138,478 and 205,030 shares relating to certain terms of the ViaSat 401(k) Profit Sharing Plan and Employee Stock Purchase Plan, respectively. Potentially dilutive weighted average shares of common stock excluded from the calculation for the three and six months ended September 30, 2017 were 1,400,231 and 1,381,582 shares relating to stock options, respectively, 598,245 and 545,821 shares relating to restricted stock units, respectively, and 114,770 and 159,524 shares relating to certain terms of the ViaSat 401(k) Profit Sharing Plan and Employee Stock Purchase Plan, respectively. No shares relating to TSR performance stock options were excluded from the calculation for the three and six months ended September 30, 2018. The Company began granting TSR performance stock options to executive officers in the third quarter of fiscal year 2018.

**Note 5 — Goodwill and Acquired Intangible Assets**

During the six months ended September 30, 2018, the increase in the Company's goodwill related to an insignificant acquisition, partially offset by the effects of foreign currency translation recorded within all three of the Company's segments.

Other acquired intangible assets are amortized using the straight-line method over their estimated useful lives of two to ten years. Amortization expense related to other acquired intangible assets was \$2.4 million and \$3.3 million for the three months ended September 30, 2018 and 2017, respectively, and \$4.9 million and \$6.6 million for the six months ended September 30, 2018 and 2017, respectively.

The expected amortization expense of amortizable acquired intangible assets may change due to the effects of foreign currency fluctuations as a result of international businesses acquired. Current and expected amortization expense for acquired intangible assets for each of the following periods is as follows:

|  | <u>Amortization</u><br><u>(In thousands)</u> |
|--|--|
| For the six months ended September 30, 2018    | \$ 4,888                                     |
| Expected for the remainder of fiscal year 2019 | \$ 4,602                                     |
| Expected for fiscal year 2020                  | 7,556  |
| Expected for fiscal year 2021                  | 5,158  |
| Expected for fiscal year 2022                  | 3,335  |
| Expected for fiscal year 2023                  | 3,030  |
| Thereafter                                     | 2,391  |
|  | <u>\$ 26,072</u>                             |

**Note 6 — Senior Notes and Other Long-Term Debt**

Total long-term debt consisted of the following as of September 30, 2018 and March 31, 2018:

|  | <u>As of</u><br><u>September 30, 2018</u> | <u>As of</u><br><u>March 31, 2018</u> |
|--|---|---------------------------------------|
|  | <u>(In thousands)</u>                     |                                       |
| 2025 Notes                                   | \$ 700,000                                | \$ 700,000                            |
| Revolving Credit Facility                    | 225,000                                   | —                                     |
| Ex-Im Credit Facility                        | 306,015                                   | 362,401                               |
| Total debt                                   | 1,231,015                                 | 1,062,401                             |
| Unamortized discount and debt issuance costs | (31,715)                                  | (38,696)                              |
| Less: current portion of long-term debt      | 47,702                                    | 45,300                                |
| Total long-term debt                         | <u>\$ 1,151,598</u>                       | <u>\$ 978,405</u>                     |

### **Revolving Credit Facility**

As of September 30, 2018, the Revolving Credit Facility provided an \$800.0 million revolving line of credit (including up to \$150.0 million of letters of credit), with a maturity date of May 24, 2021.

Borrowings under the Revolving Credit Facility bear interest, at the Company's option, at either (1) the highest of the Federal Funds rate plus 0.50%, the Eurodollar rate plus 1.00%, or the administrative agent's prime rate as announced from time to time, or (2) the Eurodollar rate, plus, in the case of each of (1) and (2), an applicable margin that is based on the Company's total leverage ratio. At September 30, 2018, the weighted average effective interest rate on the Company's outstanding borrowings under the Revolving Credit Facility was 4.88%. The Company has capitalized certain amounts of interest expense on the Revolving Credit Facility in connection with the construction of various assets during the construction period. The Revolving Credit Facility is required to be guaranteed by certain significant domestic subsidiaries of the Company (as defined in the Revolving Credit Facility) and secured by substantially all of the Company's and any such subsidiaries' assets. As of September 30, 2018, none of the Company's subsidiaries guaranteed the Revolving Credit Facility.

The Revolving Credit Facility contains financial covenants regarding a maximum total leverage ratio and a minimum interest coverage ratio. In addition, the Revolving Credit Facility contains covenants that restrict, among other things, the Company's ability to sell assets, make investments and acquisitions, make capital expenditures, grant liens, pay dividends and make certain other restricted payments.

The Company was in compliance with its financial covenants under the Revolving Credit Facility as of September 30, 2018. At September 30, 2018, the Company had \$225.0 million in principal amount of outstanding borrowings under the Revolving Credit Facility and \$20.0 million outstanding under standby letters of credit, leaving borrowing availability under the Revolving Credit Facility as of September 30, 2018 of \$555.0 million.

### **Ex-Im Credit Facility**

As of September 30, 2018, the Ex-Im Credit Facility provided a \$362.4 million senior secured direct loan facility, which was fully drawn. Of the \$362.4 million in principal amount of borrowings made under the Ex-Im Credit Facility, \$321.2 million was used to finance up to 85% of the costs of construction, launch and insurance of the ViaSat-2 satellite and related goods and services (including costs incurred on or after September 18, 2012), with the remaining \$41.2 million used to finance the total exposure fees incurred under the Ex-Im Credit Facility (which included all previously accrued completion exposure fees). As of September 30, 2018, the Company had \$306.0 million in principal amount of outstanding borrowings under the Ex-Im Credit Facility.

Borrowings under the Ex-Im Credit Facility bear interest at a fixed rate of 2.38%, payable semi-annually in arrears. The effective interest rate on the Company's outstanding borrowings under the Ex-Im Credit Facility, which takes into account timing and amount of borrowings, exposure fees, debt issuance costs and other fees, is 4.6%. Borrowings under the Ex-Im Credit Facility are required to be repaid in 16 approximately equal semi-annual principal installments, which commenced on April 15, 2018, with a maturity date of October 15, 2025. Pursuant to the terms of the Ex-Im Credit Facility, certain insurance proceeds related to the ViaSat-2 satellite must be used to pay down outstanding borrowings under the Ex-Im Credit Facility upon receipt. During the second quarter of fiscal year 2019, the Company received \$44.4 million of insurance proceeds related to the ViaSat-2 satellite, of which \$37.2 million was used to pay down outstanding borrowings under the Ex-Im Credit Facility during the second quarter of fiscal year 2019. As of September 30, 2018, \$7.2 million of such insurance proceeds was held by the trustee pending payment under the Ex-Im Credit Facility and therefore was recorded as restricted cash in the Company's condensed consolidated balance sheet. Subsequent to the end of the fiscal second quarter, the Company received an additional \$57.8 million related to our outstanding ViaSat-2 insurance claims, which will also be used to pay down outstanding borrowings under Ex-Im Credit Facility (see Note 1 – Property, equipment and satellites for more information). The Ex-Im Credit Facility is guaranteed by Viasat and is secured by first-priority liens on the ViaSat-2 satellite and related assets, as well as a pledge of the capital stock of the borrower under the facility.

The Ex-Im Credit Facility contains financial covenants regarding Viasat's maximum total leverage ratio and minimum interest coverage ratio. In addition, the Ex-Im Credit Facility contains covenants that restrict, among other things, the Company's ability to sell assets, make investments and acquisitions, make capital expenditures, grant liens, pay dividends and make certain other restricted payments. The Company was in compliance with its financial covenants under the Ex-Im Credit Facility as of September 30, 2018.

Borrowings under the Ex-Im Credit Facility are recorded as current portion of long-term debt and as other long-term debt, net of unamortized discount and debt issuance costs, in the Company's condensed consolidated financial

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

statements. The discount of \$42.3 million (comprising the initial \$6.0 million pre-exposure fee, \$35.3 million of completion exposure fees, and other customary fees) and deferred financing cost associated with the issuance of the borrowings under the Ex-Im Credit Facility is amortized to interest expense on an effective interest rate basis over the term of the borrowings under the Ex-Im Credit Facility.

**Senior Notes**

*Senior Notes due 2025*

In September, 2017, the Company issued \$700.0 million in principal amount of 2025 Notes in a private placement to institutional buyers. The 2025 Notes were issued at face value and are recorded as long-term debt, net of debt issuance costs, in the Company's condensed consolidated financial statements. The 2025 Notes bear interest at the rate of 5.625% per year, payable semi-annually in cash in arrears, which interest payments commenced in March 2018. Debt issuance costs associated with the issuance of the 2025 Notes are amortized to interest expense on a straight-line basis over the term of the 2025 Notes, the results of which are not materially different from the effective interest rate basis.

The 2025 Notes are required to be guaranteed on an unsecured senior basis by each of the Company's existing and future subsidiaries that guarantees the Revolving Credit Facility. As of September 30, 2018, none of the Company's subsidiaries guaranteed the 2025 Notes. The 2025 Notes are the Company's general senior unsecured obligations and rank equally in right of payment with all of the Company's existing and future unsecured unsubordinated debt. The 2025 Notes are effectively junior in right of payment to the Company's existing and future secured debt, including under the Credit Facilities (to the extent of the value of the assets securing such debt), are structurally subordinated to all existing and future liabilities (including trade payables) of the Company's subsidiaries that do not guarantee the 2025 Notes, and are senior in right of payment to all of their existing and future subordinated indebtedness.

The indenture governing the 2025 Notes limits, among other things, the Company's and its restricted subsidiaries' ability to: incur, assume or guarantee additional debt; issue redeemable stock and preferred stock; pay dividends, make distributions or redeem or repurchase capital stock; prepay, redeem or repurchase subordinated debt; make loans and investments; grant or incur liens; restrict dividends, loans or asset transfers from restricted subsidiaries; sell or otherwise dispose of assets; enter into transactions with affiliates; reduce the Company's satellite insurance; and consolidate or merge with, or sell substantially all of their assets to, another person.

Prior to September 15, 2020, the Company may redeem up to 40% of the 2025 Notes at a redemption price of 105.625% of the principal amount thereof, plus accrued and unpaid interest, if any, thereon to the redemption date, from the net cash proceeds of specified equity offerings. The Company may also redeem the 2025 Notes prior to September 15, 2020, in whole or in part, at a redemption price equal to 100% of the principal amount thereof plus the applicable premium and any accrued and unpaid interest, if any, thereon to the redemption date. The applicable premium is calculated as the greater of: (i) 1.0% of the principal amount of such 2025 Notes and (ii) the excess, if any, of (a) the present value at such date of redemption of (1) the redemption price of such 2025 Notes on September 15, 2020 plus (2) all required interest payments due on such 2025 Notes through September 15, 2020 (excluding accrued but unpaid interest to the date of redemption), computed using a discount rate equal to the treasury rate (as defined under the indenture) plus 50 basis points, over (b) the then-outstanding principal amount of such 2025 Notes. The 2025 Notes may be redeemed, in whole or in part, at any time during the 12 months beginning on September 15, 2020 at a redemption price of 102.813%, during the 12 months beginning on September 15, 2021 at a redemption price of 101.406%, and at any time on or after September 15, 2022 at a redemption price of 100%, in each case plus accrued and unpaid interest, if any, thereon to the redemption date.

In the event a change of control triggering event occurs (as defined in the indenture), each holder will have the right to require the Company to repurchase all or any part of such holder's 2025 Notes at a purchase price in cash equal to 101% of the aggregate principal amount of the 2025 Notes repurchased, plus accrued and unpaid interest, if any, to the date of purchase (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

*Discharge of indenture and loss on extinguishment of debt*

In connection with the Company's issuance of the 2025 Notes in September 2017, the Company repurchased and redeemed all of its \$575.0 million in aggregate principal amount of 6.875% Notes due 2020 (the 2020 Notes) then outstanding through a cash tender offer and redemption, and the indenture governing the 2020 Notes was satisfied and discharged in accordance with its terms. In September 2017, the Company repurchased \$298.2 million in aggregate principal amount of the 2020 Notes pursuant to the tender offer. The total cash payment to repurchase the tendered 2020

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

Notes in the tender offer, including accrued and unpaid interest to, but excluding, the repurchase date, was \$309.3 million. Also in September 2017, in connection with the redemption of the remaining \$276.8 million in aggregate principal amount of 2020 Notes, the Company irrevocably deposited \$287.4 million with Wilmington Trust, as trustee, as trust funds solely for the benefit of the holders of such 2020 Notes. The redemption price for the 2020 Notes was 101.719% of the principal amount so redeemed, plus accrued and unpaid interest to, but excluding, the redemption date of October 5, 2017.

In connection with the satisfaction and discharge of the indenture governing the 2020 Notes, all of the obligations of the Company (other than certain customary provisions of the indenture that expressly survive pursuant to the terms of the indenture) were discharged in September 2017.

As a result of the repurchase of the 2020 Notes in the tender offer and the redemption of the remaining 2020 Notes, the Company recognized a \$10.2 million loss on extinguishment of debt during the three and six months ended September 30, 2017, which was comprised of \$10.6 million in cash payments (including tender offer consideration, redemption premium and related professional fees), net of \$0.4 million in non-cash gain (including unamortized premium, net of unamortized debt issuance costs).

**Note 7 — Product Warranty**

The Company provides limited warranties on its products for periods of up to five years. The Company records a liability for its warranty obligations when products are shipped or they are included in long-term construction contracts based upon an estimate of expected warranty costs. Amounts expected to be incurred within 12 months are classified as accrued liabilities and amounts expected to be incurred beyond 12 months are classified as other liabilities in the condensed consolidated financial statements. For mature products, the warranty cost estimates are based on historical experience with the particular product. For newer products that do not have a history of warranty costs, the Company bases its estimates on its experience with the technology involved and the types of failures that may occur. It is possible that the Company's underlying assumptions will not reflect the actual experience and, in that case, future adjustments will be made to the recorded warranty obligation. The following table reflects the change in the Company's warranty accrual during the six months ended September 30, 2018 and 2017:

|   | Six Months Ended      |                       |
|---|-----------------------|-----------------------|
|   | September 30,<br>2018 | September 30,<br>2017 |
|   | (In thousands)        |                       |
| Balance, beginning of period                            | \$ 6,914              | \$ 11,058             |
| Change in liability for warranties issued in period     | 1,724                 | 218                   |
| Settlements made (in cash or in kind) during the period | (1,730)               | (2,617)               |
| Balance, end of period                                  | \$ 6,908              | \$ 8,659              |

**Note 8 — Commitments and Contingencies**

In July 2016, the Company entered into two separate agreements with Boeing for the construction and purchase of two ViaSat-3 class satellites and the integration of Viasat's payload technologies into the satellites. The aggregate purchase price for the two satellites is approximately \$379.5 million (subject to purchase price adjustments based on factors such as launch delay and early delivery), plus an additional amount for launch support services to be performed by Boeing. In addition, under one of these agreements, the Company has the option to order up to two additional ViaSat-3 class satellites. The first ViaSat-3 class satellite is expected to provide broadband services over the Americas, and the second is expected to provide broadband services over the Europe, Middle East and Africa (EMEA) region.

From time to time, the Company is involved in a variety of claims, suits, investigations and proceedings arising in the ordinary course of business, including government investigations and claims, and other claims and proceedings with respect to intellectual property, breach of contract, labor and employment, tax and other matters. Such matters could result in fines; penalties, compensatory, treble or other damages; or non-monetary relief. A violation of government contract laws and regulations could also result in the termination of its government contracts or debarment from bidding on future government contracts. Although claims, suits, investigations and proceedings are inherently uncertain and their results cannot be predicted with certainty, the Company believes that the resolution of its current pending matters will not have a material adverse effect on its business, financial condition, results of operations or liquidity.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

The Company has contracts with various U.S. government agencies. Accordingly, the Company is routinely subject to audit and review by the DCMA, the DCAA and other U.S. government agencies of its performance on government contracts, indirect rates and pricing practices, accounting and management internal control business systems, and compliance with applicable contracting and procurement laws, regulations and standards. An adverse outcome to a review or audit or other failure to comply with applicable contracting and procurement laws, regulations and standards could result in material civil and criminal penalties and administrative sanctions being imposed on the Company, which may include termination of contracts, forfeiture of profits, triggering of price reduction clauses, suspension of payments, significant customer refunds, fines and suspension, or a prohibition on doing business with U.S. government agencies. In addition, if the Company fails to obtain an "adequate" determination of its various accounting and management internal control business systems from applicable U.S. government agencies or if allegations of impropriety are made against it, the Company could suffer serious harm to its business or its reputation, including its ability to bid on new contracts or receive contract renewals and its competitive position in the bidding process. The Company's incurred cost audits by the DCAA have not been concluded for fiscal years 2016 through 2018. As of September 30, 2018, the DCAA had completed its incurred cost audit for fiscal year 2004 and approved the Company's incurred cost claims for fiscal years 2005 through 2015 without further audit. Although the Company has recorded contract revenues subsequent to fiscal year 2015 based upon an estimate of costs that the Company believes will be approved upon final audit or review, the Company does not know the outcome of any ongoing or future audits or reviews and adjustments, and if future adjustments exceed the Company's estimates, its profitability would be adversely affected. As of September 30, 2018 and March 31, 2018, the Company had \$2.6 million and \$1.6 million, respectively, in contract-related reserves for its estimate of potential refunds to customers for potential cost adjustments on several multi-year U.S. government cost reimbursable contracts. This reserve is classified as either an element of accrued liabilities or as a reduction of unbilled accounts receivable based on the status of the related contracts.

**Note 9 — Income Taxes**

The Company calculates its provision for income taxes at the end of each interim reporting period on the basis of an estimated annual effective tax rate adjusted for tax items that are discrete to each period.

For the three and six months ended September 30, 2018, the Company recorded an income tax benefit of \$9.7 million and \$38.9 million, respectively, resulting in an effective tax benefit rate of 27.2% and 38.4%, respectively. For the three and six months ended September 30, 2017, the Company recorded an income tax benefit of \$11.5 million and \$20.6 million, respectively, resulting in an effective tax benefit rate of 43.9% and 46.9%, respectively. The effective tax benefit rate in each period differed from the U.S. statutory rate due primarily to the benefit of research and development tax credits.

Future realization of existing deferred tax assets ultimately depends on future profitability and the existence of sufficient taxable income of appropriate character (for example, ordinary income versus capital gains) within the carryforward period available under tax law. In the event that the Company's estimate of taxable income is less than that required to utilize the full amount of any deferred tax asset, a valuation allowance is established, which would cause a decrease to income in the period such determination is made.

For the three and six months ended September 30, 2018, the Company's gross unrecognized tax benefits increased by an insignificant amount and \$5.5 million, respectively. In the next 12 months it is reasonably possible that the amount of unrecognized tax benefits will not change significantly.

On December 22, 2017, H.R. 1, informally known as the Tax Cuts and Jobs Acts (the Tax Reform), was enacted into law. Among other matters, the Tax Reform lowered the corporate federal income tax rate from 35% to 21%, effective January 1, 2018, and transitioned U.S. international taxation from a worldwide tax system to a modified territorial tax system.

The Company has estimated the impact of the Tax Reform in its fiscal year 2018 benefit from (provision for) income taxes in accordance with its interpretation of the Tax Reform and available guidance. The Tax Reform resulted in a provisional income tax expense related to the remeasurement of the Company's net deferred tax assets recorded in the third quarter of fiscal year 2018. As of September 30, 2018, the Company has not finalized the accounting for the tax effects of the Tax Reform and has not made any adjustments related to the provisional estimate during the three and six months ended September 30, 2018.

The Company has performed a preliminary review of the other provisions in the Tax Reform, including U.S. tax on unrepatriated foreign earnings, and has preliminarily concluded that they have no material impact on the Company's consolidated financial statements or ability to realize its deferred tax assets. The Company continues to evaluate the global tax implications of the Tax Reform.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

The final impact of the Tax Reform may differ from the provisional estimate due to, among other things, changes in interpretation, the issuance of additional guidance and any updates to estimates the Company utilized to calculate the transition impacts. The Securities and Exchange Commission has issued rules under SAB 118 that allow for a measurement period of up to one year after the enactment date of the Tax Reform to finalize the recording of the related tax impacts. The Company currently anticipates finalizing and recording any resulting adjustments within the year measurement period.

**Note 10 — Equity Method Investments and Related-Party Transactions**

***Eutelsat strategic partnering arrangement***

In March 2017, the Company acquired a 49% interest in Euro Broadband Infrastructure Sàrl (Euro Infrastructure Co.) for \$139.5 million as part of the consummation of the Company's strategic partnering arrangement with Eutelsat S.A. (together with its affiliates, Eutelsat). The Company's investment in Euro Infrastructure Co. is accounted for under the equity method and the total investment, including basis difference allocated to tangible assets, identifiable intangible assets, deferred income taxes and goodwill, is classified as a single line item, as an investment in unconsolidated affiliate, on the Company's condensed consolidated balance sheets. Because the underlying net assets in Euro Infrastructure Co. and the related excess carrying value of investment over the proportionate share of net assets are denominated in Euros, foreign currency translation gains or losses impact the recorded value of the Company's investment. The Company recorded foreign currency translation losses, net of tax, of approximately \$7.0 million and \$3.5 million for the three and six months ended September 30, 2018, respectively, in accumulated other comprehensive income (loss). The Company recorded foreign currency translation gains, net of tax, of approximately \$5.7 million and \$ 7.7 million for the three and six months ended September 30, 2017, respectively, in accumulated other comprehensive income (loss). The Company records its proportionate share of the results of Euro Infrastructure Co., and any related basis difference amortization expense, within equity in income (loss) of unconsolidated affiliate, net, one quarter in arrears. Accordingly, the Company included its share of the results of Euro Infrastructure Co. for the three and six months ended June 30, 2018 in its condensed consolidated financial statements for the three and six months ended September 30, 2018, respectively. The Company's investment in Euro Infrastructure Co. is presented at cost of investment plus its accumulated proportional share of income or loss, including amortization of the difference in the historical basis of the Company's contribution, less any distributions it has received.

The difference between the Company's carrying value of its investment in Euro Infrastructure Co. and its proportionate share of the net assets of Euro Infrastructure Co. as of September 30, 2018 and March 31, 2018 is summarized as follows:

|  | As of<br><u>September 30, 2018</u> | As of<br><u>March 31, 2018</u> |
|--|------------------------------------|--------------------------------|
|  | (In thousands)                     |                                |
| Carrying value of investment in Euro Infrastructure Co.                    | \$ 160,559                         | \$ 163,835                     |
| Less: proportionate share of net assets of Euro Infrastructure Co.         | 144,190                            | 147,115                        |
| Excess carrying value of investment over proportionate share of net assets | <u>\$ 16,369</u>                   | <u>\$ 16,720</u>               |
| The excess carrying value has been primarily assigned to:                  |                                    |                                |
| Goodwill   | \$ 22,872                          | \$ 23,523                      |
| Identifiable intangible assets   | 11,671                             | 12,839                         |
| Tangible assets  | (19,800)                           | (21,342)                       |
| Deferred income taxes  | 1,626                              | 1,700                          |
|  | <u>\$ 16,369</u>                   | <u>\$ 16,720</u>               |

The identifiable intangible assets have useful lives of up to 11 years and a weighted average useful life of approximately ten years, and tangible assets have useful lives of up to 11 years and a weighted average useful life of approximately 11 years. Goodwill is not deductible for tax purposes.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

The Company's share of income or loss on its investment in Euro Infrastructure Co. was income of an insignificant amount and \$1.4 million for the three and six months ended September 30, 2018, respectively, and income of an insignificant amount for the three and six months ended September 30, 2017, consisting of the Company's share of equity in Euro Infrastructure Co.'s income or loss, including amortization of the difference in the historical basis of the Company's contribution.

Since acquiring its interest in Euro Infrastructure Co., the Company has recorded \$3.1 million in retained earnings of undistributed cumulative earnings in equity interests, net of tax, as of September 30, 2018.

**Related-party transactions**

Transactions with the equity method investee are considered related-party transactions. In addition, Richard Baldrige, the President and Chief Operating Officer and a Director of the Company, also serves on the board of directors of Ducommun Inc. The following tables set forth the material related-party transactions entered into between Euro Infrastructure Co. and its subsidiaries, or Ducommun Inc. (inventory procurement) on the one hand, and the Company and its subsidiaries, on the other hand, in the ordinary course of business for the time periods presented:

|   | Three Months Ended    |                       | Six Months Ended      |                       |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
|   | September 30,<br>2018 | September 30,<br>2017 | September 30,<br>2018 | September 30,<br>2017 |
|   | (In thousands)        |                       |                       |                       |
| Revenue – Euro Infrastructure Co.       | \$ 1,327              | \$ 2,177              | \$ 3,178              | \$ 5,628              |
| Expense – Euro Infrastructure Co.       | 2,432                 | 1,757                 | 4,590                 | 3,588                 |
| Cash received – Euro Infrastructure Co. | 3,624                 | 2,278                 | 6,054                 | 4,349                 |
| Cash paid – Euro Infrastructure Co.     | 2,145                 | 1,989                 | 4,092                 | 4,009                 |
| Cash paid – Ducommun Inc.               | 4,521                 | *                     | 6,979                 | *                     |

|   | As of<br>September 30, 2018 | As of<br>March 31, 2018 |
|---|-----------------------------|-------------------------|
|   |                             | (In thousands)          |
| Accounts receivable – Euro Infrastructure Co.                                     | **                          | \$ 3,307                |
| Collections in excess of revenues and deferred revenues – Euro Infrastructure Co. | 4,007                       | 3,246                   |
| Accounts payable – Ducommun Inc.  | 6,684                       | 2,073                   |
| Accounts payable – Euro Infrastructure Co.  | 1,379                       | **                      |

\* There was no related-party activity for the period indicated.

\*\* Amount was insignificant.

**Note 11 — Segment Information**

The Company's reporting segments, comprised of the satellite services, commercial networks and government systems segments, are primarily distinguished by the type of customer and the related contractual requirements. The Company's satellite services segment provides satellite-based broadband and related services to consumers, enterprises, commercial airlines and mobile broadband customers. The Company's commercial networks segment develops and offers advanced satellite and wireless broadband platforms, ground networking equipment, radio frequency and advanced microwave solutions, Application-Specific Integrated Circuit chip design, satellite payload development and space-to-earth connectivity systems, some of which are ultimately used by the Company's satellite services segment. The Company's government systems segment provides global mobile broadband services to military and government users and develops and offers network-centric, internet protocol-based fixed and mobile secure communications products and solutions. The more regulated government environment is subject to unique contractual requirements and possesses economic characteristics which differ from the satellite services and commercial networks segments. The Company's segments are determined consistent with the way management currently organizes and evaluates financial information internally for making operating decisions and assessing performance.

**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

Segment revenues and operating profits (losses) for the three and six months ended September 30, 2018 and 2017 were as follows:

|  | Three Months Ended        |                           | Six Months Ended          |                           |
|--|---------------------------|---------------------------|---------------------------|---------------------------|
|  | September 30,<br>2018     | September 30,<br>2017     | September 30,<br>2018     | September 30,<br>2017     |
| (In thousands)   |                           |                           |                           |                           |
| <b>Revenues:</b>   |                           |                           |                           |                           |
| Satellite services   |                           |                           |                           |                           |
| Product  | \$ —                      | \$ 214                    | \$ —                      | \$ 431                    |
| Service  | 162,962                   | 147,364                   | 316,523                   | 299,361                   |
| Total  | <u>162,962</u>            | <u>147,578</u>            | <u>316,523</u>            | <u>299,792</u>            |
| Commercial networks  |                           |                           |                           |                           |
| Product  | 104,190                   | 47,347                    | 189,323                   | 83,830                    |
| Service  | 10,330                    | 8,922                     | 20,263                    | 17,687                    |
| Total  | <u>114,520</u>            | <u>56,269</u>             | <u>209,586</u>            | <u>101,517</u>            |
| Government systems   |                           |                           |                           |                           |
| Product  | 176,245                   | 134,222                   | 309,241                   | 263,640                   |
| Service  | 63,747                    | 55,005                    | 120,993                   | 108,169                   |
| Total  | <u>239,992</u>            | <u>189,227</u>            | <u>430,234</u>            | <u>371,809</u>            |
| Elimination of intersegment revenues   | —                         | —                         | —                         | —                         |
| <b>Total revenues</b>  | <u><u>\$ 517,474</u></u>  | <u><u>\$ 393,074</u></u>  | <u><u>\$ 956,343</u></u>  | <u><u>\$ 773,118</u></u>  |
| <b>Operating profits (losses):</b>   |                           |                           |                           |                           |
| Satellite services   | \$ (24,839)               | \$ 12,616                 | \$ (54,775)               | \$ 31,459                 |
| Commercial networks  | (39,197)                  | (59,377)                  | (86,205)                  | (125,502)                 |
| Government systems   | 44,900                    | 34,221                    | 69,818                    | 66,813                    |
| Elimination of intersegment operating profits  | —                         | —                         | —                         | —                         |
| Segment operating loss before corporate and amortization of acquired intangible assets | (19,136)                  | (12,540)                  | (71,162)                  | (27,230)                  |
| Corporate  | —                         | —                         | —                         | —                         |
| Amortization of acquired intangible assets   | (2,435)                   | (3,320)                   | (4,888)                   | (6,580)                   |
| <b>Loss from operations</b>  | <u><u>\$ (21,571)</u></u> | <u><u>\$ (15,860)</u></u> | <u><u>\$ (76,050)</u></u> | <u><u>\$ (33,810)</u></u> |

Assets identifiable to segments include: accounts receivable, unbilled accounts receivable, inventory, acquired intangible assets and goodwill. The Company's property and equipment, including its satellites, earth stations and other networking equipment, are assigned to corporate assets as they are available for use by the various segments throughout their estimated useful lives. Segment assets as of September 30, 2018 and March 31, 2018 were as follows:

|                        | As of<br>September 30,<br>2018 | As of<br>March 31,<br>2018 |
|------------------------|--------------------------------|----------------------------|
|                        | (In thousands)                 |                            |
| <b>Segment assets:</b> |                                |                            |
| Satellite services     | \$ 74,195                      | \$ 66,830                  |
| Commercial networks    | 227,197                        | 211,447                    |
| Government systems     | 348,050                        | 337,451                    |
| Total segment assets   | <u>649,442</u>                 | <u>615,728</u>             |
| Corporate assets       | 2,980,185                      | 2,798,381                  |
| <b>Total assets</b>    | <u><u>\$ 3,629,627</u></u>     | <u><u>\$ 3,414,109</u></u> |



**VIASAT, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(UNAUDITED)**

Other acquired intangible assets, net and goodwill included in segment assets as of September 30, 2018 and March 31, 2018 were as follows:

|                     | Other Acquired Intangible<br>Assets, Net |                         | Goodwill                    |                         |
|---------------------|--|-------------------------|-----------------------------|-------------------------|
|                     | As of<br>September 30, 2018              | As of<br>March 31, 2018 | As of<br>September 30, 2018 | As of<br>March 31, 2018 |
|                     | (In thousands)                           |                         |                             |                         |
| Satellite services  | \$ 13,112                                | \$ 16,580               | \$ 13,749                   | \$ 13,991               |
| Commercial networks | 2,569                                    | 3,340                   | 43,959                      | 44,011                  |
| Government systems  | 10,391                                   | 11,942                  | 64,968                      | 63,083                  |
| Total               | <u>\$ 26,072</u>                         | <u>\$ 31,862</u>        | <u>\$ 122,676</u>           | <u>\$ 121,085</u>       |

Amortization of acquired intangible assets by segment for the three and six months ended September 30, 2018 and 2017 was as follows:

|  | Three Months Ended    |                       | Six Months Ended      |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | September 30,<br>2018 | September 30,<br>2017 | September 30,<br>2018 | September 30,<br>2017 |
|  | (In thousands)        |                       |                       |                       |
| Satellite services                               | \$ 1,289              | \$ 2,173              | \$ 2,593              | \$ 4,267              |
| Commercial networks                              | 385                   | 386                   | 771                   | 792                   |
| Government systems                               | 761                   | 761                   | 1,524                 | 1,521                 |
| Total amortization of acquired intangible assets | <u>\$ 2,435</u>       | <u>\$ 3,320</u>       | <u>\$ 4,888</u>       | <u>\$ 6,580</u>       |

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Forward-Looking Statements

This Quarterly Report on Form 10-Q, including "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements regarding future events and our future results that are subject to the safe harbors created under the Securities Act of 1933 and the Securities Exchange Act of 1934. These statements are based on current expectations, estimates, forecasts and projections about the industries in which we operate and the beliefs and assumptions of our management. We use words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "goal," "intend," "may," "plan," "project," "seek," "should," "target," "will," "would," variations of such words and similar expressions to identify forward-looking statements. In addition, statements that refer to projections of earnings, revenue, costs or other financial items; anticipated growth and trends in our business or key markets; future economic conditions and performance; the development, customer acceptance and anticipated performance of technologies, products or services; satellite construction and launch activities, the performance and anticipated benefits of our ViaSat-2 and ViaSat-3 class satellites and any future satellite we may construct or acquire; the impacts on overall coverage area, planned services and financial results of the identified antenna deployment issue on the ViaSat-2 satellite; the timing or amount of insurance proceeds related to the antenna deployment issue; the expected completion, capacity, service, coverage, service speeds and other features of our satellites, and the timing, cost, economics and other benefits associated therewith; anticipated subscriber growth; plans, objectives and strategies for future operations; and other characterizations of future events or circumstances, are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties and assumptions that are difficult to predict. Factors that could cause actual results to differ materially include: our ability to realize the anticipated benefits of the ViaSat-2 and ViaSat-3 class satellites and any future satellite we may construct or acquire; unexpected expenses related to our satellite projects; our ability to realize the anticipated benefits of our strategic partnering arrangement with Eutelsat S.A. (together with its affiliates, Eutelsat) or any of our acquisitions; our ability to successfully implement our business plan for our broadband services on our anticipated timeline or at all; risks associated with the construction, launch and operation of satellites, including the effect of any anomaly, operational failure or degradation in satellite performance; our ability to successfully develop, introduce and sell new technologies, products and services; audits by the U.S. government; changes in the global business environment and economic conditions; delays in approving U.S. government budgets and cuts in government defense expenditures; our reliance on U.S. government contracts, and on a small number of contracts which account for a significant percentage of our revenues; reduced demand for products and services as a result of continued constraints on capital spending by customers; changes in relationships with, or the financial condition of, key customers or suppliers; our reliance on a limited number of third parties to manufacture and supply our products; increased competition; introduction of new technologies and other factors affecting the communications and defense industries generally; the effect of adverse regulatory changes (including changes affecting spectrum availability or permitted uses) on our ability to sell products and services; the effect of recent changes to U.S. tax laws; our level of indebtedness and ability to comply with applicable debt covenants; our involvement in litigation, including intellectual property claims and litigation to protect our proprietary technology; our dependence on a limited number of key employees; and other factors identified under the heading "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended March 31, 2018, under the heading "Risk Factors" in Part II, Item 1A of this report, elsewhere in this report and our other filings with the Securities and Exchange Commission (the SEC). Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements for any reason.

### Company Overview

We are an innovator in broadband technologies and services. Our end-to-end platform of high-capacity Ka-band satellites, ground infrastructure and user terminals enables us to provide cost-effective, high-speed, high-quality broadband solutions to enterprises, consumers and government users around the globe, whether on the ground, on the move or in flight. In addition, we develop and provide advanced wireless communications systems, secure networking systems and cybersecurity and information assurance products and services. Our product, system and service offerings are often linked through common underlying technologies, customer applications and market relationships. We believe that our portfolio of products and services, combined with our ability to effectively cross-deploy technologies between government and commercial segments and across different geographic markets, provides us with a strong foundation to sustain and enhance our leadership in advanced communications and networking technologies. Viasat, Inc. was incorporated in California in 1986, and reincorporated as a Delaware corporation in 1996.

We conduct our business through three segments: satellite services, commercial networks and government systems.

## Satellite Services

Our satellite services segment uses our proprietary technology platform to provide satellite-based high-speed broadband services with multiple applications to consumers, enterprises, commercial airlines and mobile broadband customers both in the United States and abroad. Our Viasat Internet and Viasat Business Internet fixed broadband services offer high-speed, high-quality broadband internet access. We also offer high-speed internet and other in-flight services for a growing number of commercial aircraft. Our satellite services business also provides a platform for the provision of network management services to domestic and international satellite service providers.

Our proprietary Ka-band satellites are at the core of our technology platform. Our ViaSat-1 satellite (our first-generation high-capacity Ka-band spot-beam satellite) was placed into service in January 2012. On June 1, 2017, our second-generation ViaSat-2 satellite was successfully launched into orbit. In the fourth quarter of fiscal year 2018, shortly before the launch of commercial broadband services on the satellite, we reported an antenna deployment issue. We worked with the satellite manufacturer to determine the root cause of the antenna deployment issue, potential correcting measures, and resulting damage. In the second quarter of fiscal year 2019, the root cause analysis was completed. Based on that analysis, we recorded a reduction to the carrying value of the ViaSat-2 satellite of \$177.4 million, with a corresponding insurance claim receivable of \$177.4 million, based on our estimated ViaSat-2 output capabilities as compared to the anticipated, potential and configured capacity of the ViaSat-2 satellite. As of September 30, 2018, we had received \$44.4 million in insurance recovery proceeds related to such claims and the remaining \$133.0 million, as probable, was recorded as a receivable. The ViaSat-2 satellite was primarily financed by our direct loan facility with the Export-Import Bank of the United States for ViaSat-2 (the Ex-Im Credit Facility) (see “—Ex-Im Credit Facility” below). Pursuant to the terms of the Ex-Im Credit Facility, insurance proceeds received from such claims will be used to pay down outstanding borrowings under the Ex-Im Credit Facility upon receipt. Subsequent to the end of the fiscal second quarter, we received an additional \$57.8 million related to our outstanding ViaSat-2 insurance claims. We currently have two third-generation ViaSat-3 class satellites under construction, and anticipate commencing construction on a third ViaSat-3 class satellite in the future. We also own the WildBlue-1 satellite, which was placed into service in March 2007.

The primary services offered by our satellite services segment are comprised of:

- Fixed broadband services, which provide consumers and businesses with high-speed broadband internet access and Voice over Internet Protocol (VoIP) services. As of September 30, 2018, we provided fixed broadband services to approximately 585,000 subscribers. In addition, we offer satellite-enabled community Wi-Fi hotspot services, primarily in Mexico.
- In-flight services including our flagship Viasat in-flight internet services and aviation software services. As of September 30, 2018, 898 commercial aircraft were in service utilizing our Viasat in-flight connectivity (IFC) systems.
- Mobile broadband services, which provide global network management and high-speed internet connectivity services for customers using airborne, maritime and ground-mobile satellite systems.

We also offer a variety of other broadband services, including business connectivity, live on-line event streaming, oil and natural gas data gathering services and high-definition satellite news gathering.

## Commercial Networks

Our commercial networks segment develops and produces a variety of advanced satellite and wireless products, systems and solutions that enable the provision of high-speed fixed and mobile broadband services. Our products, systems and solutions include an array of satellite-based and wireless broadband platforms, networking equipment, space hardware, radio frequency and advanced microwave solutions, space-to-earth connectivity systems, customer premise equipment (CPE), satellite modems and antenna technologies, as well as satellite payload development and Application-Specific Integrated Circuit (ASIC) chip design. Our products, systems and solutions are generally developed through a combination of customer and discretionary internal research and development funding, are utilized to provide services through our satellite services segment and are also sold to commercial networks customers (with sales of complementary products, systems and solutions to government customers included in our government systems segment). The primary products, systems, solutions and services offered by our commercial networks segment are comprised of:

- Mobile broadband satellite communication systems, designed for use in aircraft and seagoing vessels.
- Fixed satellite networks, including next-generation satellite network infrastructure and ground terminals to access Ka-band broadband services on high-capacity satellites.
- Antenna systems specializing in earth imaging, remote sensing, mobile satellite communication, Ka-band earth stations and other multi-band antennas.

- Satellite networking development, including specialized design and technology services covering all aspects of satellite communication system architecture and technology, including satellite and ground systems, fabless semiconductor design for ASIC and Monolithic Microwave Integrated Circuit (MMIC) chips and network function virtualization, as well as modules and subsystems for various commercial, military and space uses and radio frequency and advanced microwave solutions. We also design and develop high-capacity Ka-band satellites as part of our commercial networks segment (both for our own satellite fleet and for third parties) and design, develop and produce the associated satellite payload technologies.

## Government Systems

Our government systems segment provides global mobile broadband services to military and government users, and develops and produces network-centric internet protocol (IP)-based fixed and mobile secure communications products and solutions that are designed to enable the collection and dissemination of secure real-time digital information between individuals on the tactical edge, command centers, strategic communications nodes, ground and maritime platforms and airborne intelligence and defense platforms. Customers of our government systems segment include the U.S. Department of Defense, allied foreign governments, allied armed forces, public safety first-responders and remote government employees.

The primary products and services of our government systems segment include:

- Government mobile broadband products and services, which provide military and government users with high-speed, real-time, broadband and multimedia connectivity in key regions of the world, as well as line-of-sight and beyond-line-of-sight Intelligence Surveillance and Reconnaissance (ISR) missions.
- Government satellite communication systems, which comprise an array of portable, mobile and fixed broadband modems, terminals, network access control systems and antenna systems using a range of satellite frequency bands for Command and Control (C2) missions, satellite networking services and network management systems for Wi-Fi and other internet access networks, and include products designed for manpacks, aircraft, unmanned aerial vehicles (UAVs), seagoing vessels, ground-mobile vehicles and fixed applications.
- Cybersecurity and information assurance products, which provide advanced, high-speed IP-based "Type 1" and High Assurance Internet Protocol Encryption (HAiPE®)-compliant encryption solutions that enable military and government users to communicate information securely over networks, and that secure data stored on computers and storage devices.
- Tactical data links, including our Battlefield Awareness and Targeting System — Dismounted (BATS-D) handheld Link 16 radios, our KOR-24A 2-channel Small Tactical Terminal for manned and unmanned applications, "disposable" defense data links, our Multifunctional Information Distribution System (MIDS) terminals for military fighter jets and their successor, MIDS Joint Tactical Radio System (MIDS-JTRS) terminals.

## Sources of Revenues

Our satellite services segment revenues are primarily derived from our fixed broadband services, IFC services and worldwide managed network services.

Revenues in our commercial networks and government systems segments are primarily derived from three types of contracts: fixed-price, cost-reimbursement and time-and-materials contracts. Fixed-price contracts (which require us to provide products and services under a contract at a specified price) comprised approximately 90% and 87% of our total revenues for these segments for the three months ended September 30, 2018 and 2017, respectively, and approximately 89% and 87% of our total revenues for these segments for the six months ended September 30, 2018 and 2017, respectively. The remainder of our revenues in these segments for such periods was derived primarily from cost-reimbursement contracts (under which we are reimbursed for all actual costs incurred in performing the contract to the extent such costs are within the contract ceiling and allowable under the terms of the contract, plus a fee or profit) and from time-and-materials contracts (which reimburse us for the number of labor hours expended at an established hourly rate negotiated in the contract, plus the cost of materials utilized in providing such products or services).

Our ability to grow and maintain our revenues in our commercial networks and government systems segments has to date depended on our ability to identify and target markets where the customer places a high priority on the technology solution, and our ability to obtain additional sizable contract awards. Due to the nature of this process, it is difficult to predict the probability and timing of obtaining awards in these markets.

Historically, a significant portion of our revenues in our commercial networks and government systems segments has been derived from customer contracts that include the development of products. The development efforts are conducted in direct response to the customer's specific requirements and, accordingly, expenditures related to such efforts are included in cost of sales when incurred and the related funding (which includes a profit component) is included in revenues. Revenues for our funded development from our customer contracts were approximately 17% and 19% of our total revenues for the three and six months ended September 30, 2018 and 2017, respectively.

We also incur independent research and development (IR&D) expenses, which are not directly funded by a third party. IR&D expenses consist primarily of salaries and other personnel-related expenses, supplies, prototype materials, testing and certification related to research and development projects. IR&D expenses were approximately 6% and 12% of total revenues during the three months ended September 30, 2018 and 2017, respectively, and approximately 7% and 12% of total revenues during the six months ended September 30, 2018 and 2017, respectively. As a government contractor, we are able to recover a portion of our IR&D expenses pursuant to our government contracts.

### **Critical Accounting Policies and Estimates**

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We consider the policies discussed below to be critical to an understanding of our financial statements because their application places the most significant demands on management's judgment, with financial reporting results relying on estimation about the effect of matters that are inherently uncertain. We describe the specific risks for these critical accounting policies in the following paragraphs. For all of these policies, we caution that future events rarely develop exactly as forecast, and even the best estimates routinely require adjustment.

#### ***Revenue recognition***

We apply the five-step revenue recognition model under Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers (commonly referred to as Accounting Standards Codification (ASC) 606) to our contracts with our customers. Under this model we (1) identify the contract with the customer, (2) identify our performance obligations in the contract, (3) determine the transaction price for the contract, (4) allocate the transaction price to our performance obligations and (5) recognize revenue when or as we satisfy our performance obligations. These performance obligations generally include the purchase of services (including broadband capacity and the leasing of broadband equipment), the purchase of products, and requirements to develop and deliver complex equipment built to customer specifications under long-term contracts.

The timing of satisfaction of performance obligations may require judgment. We derive a substantial portion of our revenues from contracts with customers for services, primarily connectivity services including leasing of related broadband equipment. These contracts typically require advance or recurring monthly payments by the customer. Our obligation to provide connectivity services is satisfied over time as the customer simultaneously receives and consumes the benefits provided. The measure of progress over time is based upon either a period of time (e.g., over the estimated contractual term) or usage (e.g., bandwidth used/bytes of data processed). From a recognition perspective, the leasing of broadband equipment is evaluated in accordance with the authoritative guidance for leases (ASC 840). Our accounting for equipment leases involves specific determinations under ASC 840, which may involve complex provisions and significant judgments. In accordance with ASC 840, we apply the following criteria to determine the nature of the lease (e.g., as an operating or sales type lease): (1) review for transfers of ownership of the equipment to the lessee by the end of the lease term, (2) review of the lease terms to determine if it contains an option to purchase the leased equipment for a price which is sufficiently lower than the expected fair value of the equipment at the date of the option, (3) review of the lease term to determine if it is equal to or greater than 75% of the economic life of the equipment, and (4) review of the present value of the minimum lease payments to determine if they are equal to or greater than 90% of the fair market value of the equipment at the inception of the lease. Additionally, we consider the cancelability of the contract and any related uncertainty of collections or risk in recoverability of the lease investment at lease inception. Revenue from sales type leases is recognized at the inception of the lease or when the equipment has been delivered and installed at the customer

site, if installation is required. Revenues from equipment rentals under operating leases are recognized as earned over the lease term, which is generally on a straight-line basis.

We also derive a portion of our revenues from contracts with customers to provide products. Performance obligations to provide products are satisfied at the point in time when control is transferred to the customer. These contracts typically require payment by the customer upon passage of control and determining the point at which control is transferred may require judgment. To identify the point at which control is transferred to the customer, we consider indicators that include, but are not limited to whether (1) we have the present right to payment for the asset, (2) the customer has legal title to the asset, (3) physical possession of the asset has been transferred to the customer, (4) the customer has the significant risks and rewards of ownership of the asset, and (5) the customer has accepted the asset. For product revenues, control generally passes to the customer upon delivery of goods to the customer.

The vast majority of our revenues from long-term contracts to develop and deliver complex equipment built to customer specifications are derived from contracts with the U.S. government (including foreign military sales contracted through the U.S. government). Our contracts with the U.S. government typically are subject to the Federal Acquisition Regulation (FAR) and are priced based on estimated or actual costs of producing goods or providing services. The FAR provides guidance on the types of costs that are allowable in establishing prices for goods and services provided under U.S. government contracts. The pricing for non-U.S. government contracts is based on the specific negotiations with each customer. Under the typical payment terms of our U.S. government fixed-price contracts, the customer pays us either performance-based payments (PBPs) or progress payments. PBPs are interim payments based on quantifiable measures of performance or on the achievement of specified events or milestones. Progress payments are interim payments based on a percentage of the costs incurred as the work progresses. Because the customer can often retain a portion of the contract price until completion of the contract, our U.S. government fixed-price contracts generally result in revenue recognized in excess of billings which we present as unbilled accounts receivable on the balance sheet. Amounts billed and due from our customers are classified as receivables on the balance sheet. The portion of the payments retained by the customer until final contract settlement is not considered a significant financing component because the intent is to protect the customer. For our U.S. government cost-type contracts, the customer generally pays us for our actual costs incurred within a short period of time. For non-U.S. government contracts, we typically receive interim payments as work progresses, although for some contracts, we may be entitled to receive an advance payment. We recognize a liability for these advance payments in excess of revenue recognized and present it as collections in excess of revenues and deferred revenues on the balance sheet. An advance payment is not typically considered a significant financing component because it is used to meet working capital demands that can be higher in the early stages of a contract and to protect us from the other party failing to adequately complete some or all of its obligations under the contract.

Performance obligations related to developing and delivering complex equipment built to customer specifications under long-term contracts are recognized over time as these performance obligations do not create assets with an alternative use to us and we have an enforceable right to payment for performance to date. To measure the transfer of control, revenue is recognized based on the extent of progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the products or services to be provided. We generally use the cost-to-cost measure of progress for our contracts because that best depicts the transfer of control to the customer which occurs as we incur costs on our contracts. Under the cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. When estimates of total costs to be incurred on a performance obligation exceed total estimates of revenue to be earned, a provision for the entire loss on the performance obligation is recognized in the period the loss is determined. A one percent variance in our future cost estimates on open fixed-price contracts as of September 30, 2018 would change our loss before income taxes by an insignificant amount.

The evaluation of transaction price, including the amounts allocated to performance obligations, may require significant judgments. Due to the nature of the work required to be performed on many of our performance obligations, the estimation of total revenue, and where applicable the cost at completion, is complex, subject to many variables and requires significant judgment. Our contracts may contain award fees, incentive fees, or other provisions, including the potential for significant financing components, that can either increase or decrease the transaction price. These amounts, which are sometimes variable, can be dictated by performance metrics, program milestones or cost targets, the timing of payments, and customer discretion. We estimate variable consideration at the amount to which we expect to be entitled. We include estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of our anticipated performance and all information (historical, current and forecasted) that is reasonably available to us. We have elected the practical expedient not to adjust the promised amount of

consideration for the effects of a significant financing component if we expect, at contract inception, that the period between when we transfer a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

If a contract is separated into more than one performance obligation, the total transaction price is allocated to each performance obligation in an amount based on the estimated relative standalone selling prices of the promised goods or services underlying each performance obligation. Estimating standalone selling prices may require judgment. When available, we utilize the observable price of a good or service when we sell that good or service separately in similar circumstances and to similar customers. If a standalone selling price is not directly observable, we estimate the standalone selling price by considering all information (including market conditions, specific factors, and information about the customer or class of customer) that is reasonably available.

#### ***Deferred costs to obtain or fulfill contract***

Under ASC 340-40, Other Assets and Deferred Costs – Contracts with Customers, we recognize an asset from the incremental costs of obtaining a contract with a customer, if we expect to recover those costs. The incremental costs of obtaining a contract are those costs that we incur to obtain a contract with a customer that we would not have incurred if the contract had not been obtained. ASC 340-40 also requires the recognition of an asset from the costs incurred to fulfill a contract when (1) the costs relate directly to a contract or to an anticipated contract that we can specifically identify, (2) the costs generate or enhance our resources that will be used in satisfying (or in continuing to satisfy) performance obligations in the future, and (3) the costs are expected to be recovered. We recognize an asset related to commission costs incurred primarily in our satellite services segment and recognize an asset related to costs incurred to fulfill contracts. Costs to acquire customer contracts are amortized over the estimated customer contract life. Costs to fulfill customer contracts are amortized in proportion to the revenue to which the costs relate. For contracts with an estimated amortization period of less than one year, we expense incremental costs immediately.

#### ***Warranty reserves***

We provide limited warranties on our products for periods of up to five years. We record a liability for our warranty obligations when we ship the products or they are included in long-term construction contracts based upon an estimate of expected warranty costs. Amounts expected to be incurred within 12 months are classified as accrued liabilities and amounts expected to be incurred beyond 12 months are classified as other liabilities in the condensed consolidated financial statements. For mature products, we estimate the warranty costs based on historical experience with the particular product. For newer products that do not have a history of warranty costs, we base our estimates on our experience with the technology involved and the types of failures that may occur. It is possible that our underlying assumptions will not reflect the actual experience, and in that case, we will make future adjustments to the recorded warranty obligation.

#### ***Property, equipment and satellites***

Satellites and other property and equipment are recorded at cost or in the case of certain satellites and other property acquired, the fair value at the date of acquisition, net of accumulated depreciation. Capitalized satellite costs consist primarily of the costs of satellite construction and launch, including launch insurance and insurance during the period of in-orbit testing, the net present value of performance incentive payments expected to be payable to the satellite manufacturers (dependent on the continued satisfactory performance of the satellites), costs directly associated with the monitoring and support of satellite construction, and interest costs incurred during the period of satellite construction. We also construct earth stations, network operations systems and other assets to support our satellites, and those construction costs, including interest, are capitalized as incurred. At the time satellites are placed in service, we estimate the useful life of our satellites for depreciation purposes based upon an analysis of each satellite's performance against the original manufacturer's orbital design life, estimated fuel levels and related consumption rates, as well as historical satellite operating trends.

We own three satellites in service: ViaSat-2 (our second-generation high-capacity Ka-band spot-beam satellite, which was placed into service in the fourth quarter of fiscal year 2018), ViaSat-1 (our first-generation high-capacity Ka-band spot-beam satellite, which was placed into service in January 2012) and WildBlue-1 (which was placed into service in March 2007). We currently have two third-generation ViaSat-3 class satellites under construction. In addition, we have an exclusive prepaid lifetime capital lease of Ka-band capacity over the contiguous United States on Telesat Canada's Anik F2 satellite (which was placed into service in April 2005) and own related earth stations and networking equipment for all of our satellites. Property and equipment also includes the CPE units leased to subscribers under a retail leasing program as part of our satellite services segment.

### ***Impairment of long-lived and other long-term assets (property, equipment and satellites, and other assets, including goodwill)***

In accordance with the authoritative guidance for impairment or disposal of long-lived assets (ASC 360), we assess potential impairments to our long-lived assets, including property, equipment and satellites and other assets, when there is evidence that events or changes in circumstances indicate that the carrying value may not be recoverable. We periodically review the remaining estimated useful life of the satellite to determine if revisions to the estimated life are necessary. We recognize an impairment loss when the undiscounted cash flows expected to be generated by an asset (or group of assets) are less than the asset's carrying value. Any required impairment loss would be measured as the amount by which the asset's carrying value exceeds its fair value, and would be recorded as a reduction in the carrying value of the related asset and charged to results of operations. No material impairments were recorded by us for the three and six months ended September 30, 2018 and 2017.

We account for our goodwill under the authoritative guidance for goodwill and other intangible assets (ASC 350) and the provisions of ASU 2011-08, Testing Goodwill for Impairment, which simplifies how we test goodwill for impairment. Current authoritative guidance allows us to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. If, after completing the qualitative assessment, we determine that it is more likely than not that the estimated fair value is greater than the carrying value, we conclude that no impairment exists. If it is more likely than not that the carrying value of the reporting unit exceeds its estimated fair value, we compare the fair value of the reporting unit to its carrying value. If the estimated fair value of the reporting unit is less than the carrying value, a second step is performed in which the implied fair value of goodwill is compared to its carrying value. If the implied fair value of goodwill is less than its carrying value, goodwill must be written down to its implied fair value, resulting in goodwill impairment. We test goodwill for impairment during the fourth quarter every fiscal year and when an event occurs or circumstances change such that it is reasonably possible that an impairment may exist.

The qualitative analysis includes assessing the impact of changes in certain factors including: (1) changes in forecasted operating results and comparing actual results to projections, (2) changes in the industry or our competitive environment since the acquisition date, (3) changes in the overall economy, our market share and market interest rates since the acquisition date, (4) trends in the stock price and related market capitalization and enterprise values, (5) trends in peer companies total enterprise value metrics, and (6) additional factors such as management turnover, changes in regulation and changes in litigation matters.

Based on our qualitative assessment performed during the fourth quarter of fiscal year 2018, we concluded that it was more likely than not that the estimated fair value of our reporting units exceeded their carrying value as of March 31, 2018 and, therefore, determined it was not necessary to perform the two-step goodwill impairment test.

### ***Income taxes and valuation allowance on deferred tax assets***

Management evaluates the realizability of our deferred tax assets and assesses the need for a valuation allowance on a quarterly basis to determine if the weight of available evidence suggests that an additional valuation allowance is needed. In accordance with the authoritative guidance for income taxes (ASC 740), net deferred tax assets are reduced by a valuation allowance if, based on all the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. In the event that our estimate of taxable income is less than that required to utilize the full amount of any deferred tax asset, a valuation allowance is established, which would cause a decrease to income in the period such determination is made. Our valuation allowance against deferred tax assets increased from \$29.0 million at March 31, 2018 to \$31.5 million at September 30, 2018. The valuation allowance primarily relates to state net operating loss carryforwards and state research and development tax credit carryforwards.

Our analysis of the need for a valuation allowance on deferred tax assets considered historical as well as forecasted future operating results. In addition, our evaluation considered other factors, including our contractual backlog, our history of positive earnings, current earnings trends assuming our satellite services segment continues to grow, taxable income adjusted for certain items, and forecasted income by jurisdiction. We also considered the period over which these net deferred tax assets can be realized and our history of not having federal tax loss carryforwards expire unused.

Accruals for uncertain tax positions are provided for in accordance with the authoritative guidance for accounting for uncertainty in income taxes (ASC 740). Under the authoritative guidance, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The authoritative guidance addresses the derecognition of income tax assets and liabilities, classification of deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, and income tax disclosures.



We are subject to income taxes in the United States and numerous foreign jurisdictions. In the ordinary course of business, there are calculations and transactions where the ultimate tax determination is uncertain. In addition, changes in tax laws and regulations as well as adverse judicial rulings could adversely affect the income tax provision. We believe we have adequately provided for income tax issues not yet resolved with federal, state and foreign tax authorities. However, if these provided amounts prove to be more than what is necessary, the reversal of the reserves would result in tax benefits being recognized in the period in which we determine that provision for the liabilities is no longer necessary. If an ultimate tax assessment exceeds our estimate of tax liabilities, an additional charge to expense would result.

## Results of Operations

The following table presents, as a percentage of total revenues, income statement data for the periods indicated:

|  | Three Months Ended |                    | Six Months Ended   |                    |
|--|--------------------|--------------------|--------------------|--------------------|
|  | September 30, 2018 | September 30, 2017 | September 30, 2018 | September 30, 2017 |
| Revenues:                                  | 100.0%             | 100.0%             | 100.0%             | 100.0%             |
| Product revenues                           | 54.2               | 46.2               | 52.1               | 45.0               |
| Service revenues                           | 45.8               | 53.8               | 47.9               | 55.0               |
| Operating expenses:                        |                    |                    |                    |                    |
| Cost of product revenues                   | 41.9               | 34.1               | 40.8               | 33.2               |
| Cost of service revenues                   | 33.9               | 34.4               | 36.2               | 35.3               |
| Selling, general and administrative        | 21.9               | 22.9               | 23.6               | 23.2               |
| Independent research and development       | 6.1                | 11.8               | 6.8                | 11.8               |
| Amortization of acquired intangible assets | 0.5                | 0.8                | 0.5                | 0.9                |
| Loss from operations                       | (4.2)              | (4.0)              | (8.0)              | (4.4)              |
| Interest income (expense), net             | (2.7)              | —                  | (2.6)              | —                  |
| Loss on extinguishment of debt             | —                  | (2.6)              | —                  | (1.3)              |
| Loss before income taxes                   | (6.9)              | (6.6)              | (10.6)             | (5.7)              |
| Benefit from income taxes                  | 1.9                | 2.9                | 4.1                | 2.7                |
| Net loss                                   | (4.9)              | (3.5)              | (6.4)              | (3.0)              |
| Net loss attributable to Viasat, Inc.      | (5.0)              | (3.5)              | (6.2)              | (2.9)              |

## Three Months Ended September 30, 2018 vs. Three Months Ended September 30, 2017

### Revenues

| (In millions, except percentages) | Three Months Ended |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Product revenues                  | \$ 280.4           | \$ 181.8           | \$ 98.7                    | 54.3%                          |
| Service revenues                  | 237.0              | 211.3              | 25.7                       | 12.2%                          |
| Total revenues                    | \$ 517.5           | \$ 393.1           | \$ 124.4                   | 31.6%                          |

Our total revenues grew by \$124.4 million as a result of a \$98.7 million increase in product revenues and a \$25.7 million increase in service revenues. The product revenue increase was driven by increases of \$56.8 million in our commercial networks segment and \$42.0 million in our government systems segment. The service revenue increase was due to increases of \$15.6 million in our satellite services segment, \$8.7 million in our government systems segment and \$1.4 million in our commercial networks segment.

### Cost of revenues

| (In millions, except percentages) | Three Months Ended |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Cost of product revenues          | \$ 216.9           | \$ 133.9           | \$ 83.1                    | 62.0%                          |
| Cost of service revenues          | 175.2              | 135.4              | 39.8                       | 29.4%                          |
| Total cost of revenues            | \$ 392.1           | \$ 269.3           | \$ 122.9                   | 45.6%                          |

Cost of revenues increased by \$122.9 million due to increases of \$83.1 million in cost of product revenues and \$39.8 million in cost of service revenues. The cost of product revenue increase was partially due to increased revenues, mainly from our mobile broadband satellite communication systems products in our commercial networks segment and tactical data link products in our government systems segment, causing a \$72.6 million increase in cost of product revenues on a constant margin basis. Additionally, cost of product revenues increased due to lower margins, primarily from our cybersecurity and information assurance products and government satellite communication systems and products in our government systems segment. The cost of service revenue increase partially related to lower margins for fixed broadband services in our satellite services segment, primarily due to the ViaSat-2 service launch in the fourth quarter of fiscal year 2018. Cost of service revenues also increased due to increased service revenues, mainly from fixed broadband services and in-flight internet services, causing a \$16.5 million increase in service revenues on a constant margin basis.

#### *Selling, general and administrative expenses*

| <u>(In millions, except percentages)</u> | <u>Three Months Ended</u> |                           | <u>Dollar Increase (Decrease)</u> | <u>Percentage Increase (Decrease)</u> |
|--|---------------------------|---------------------------|-----------------------------------|---------------------------------------|
|  | <u>September 30, 2018</u> | <u>September 30, 2017</u> |                                   |                                       |
| Selling, general and administrative      | \$ 113.1                  | \$ 90.1                   | \$ 23.0                           | 25.6%                                 |

The \$23.0 million increase in selling, general and administrative (SG&A) expenses reflected an increase in selling costs of \$12.8 million, primarily due to an increase in our satellite services segment as a result of the ViaSat-2 service launch in the fourth quarter of fiscal year 2018 and a \$9.5 million increase in support costs spread across all three segments. SG&A expenses consisted primarily of personnel costs and expenses for business development, marketing and sales, bid and proposal, facilities, finance, contract administration and general management.

#### *Independent research and development*

| <u>(In millions, except percentages)</u> | <u>Three Months Ended</u> |                           | <u>Dollar Increase (Decrease)</u> | <u>Percentage Increase (Decrease)</u> |
|--|---------------------------|---------------------------|-----------------------------------|---------------------------------------|
|  | <u>September 30, 2018</u> | <u>September 30, 2017</u> |                                   |                                       |
| Independent research and development     | \$ 31.4                   | \$ 46.3                   | \$ (14.9)                         | (32.2)%                               |

The \$14.9 million decrease in IR&D expenses was primarily the result of a decrease of \$15.4 million in IR&D efforts in our commercial networks segment (primarily related to a decrease in IR&D expenses related to next-generation satellite payload technologies for our ViaSat-3 class satellites, as the first two ViaSat-3 class satellites have entered the phase of full construction, and mobile broadband satellite communication systems).

#### *Amortization of acquired intangible assets*

We amortize our acquired intangible assets from prior acquisitions over their estimated useful lives, which range from two to ten years. The insignificant decrease in amortization of acquired intangible assets in the second quarter of fiscal year 2019 compared to the prior year period was primarily the result of certain acquired customer relationship intangibles in our satellite services segment becoming fully amortized over the preceding twelve months. Current and expected amortization expense for acquired intangible assets for each of the following periods is as follows:

|  | <u>Amortization</u><br><u>(In thousands)</u> |
|--|--|
| For the six months ended September 30, 2018    | \$ 4,888                                     |
| Expected for the remainder of fiscal year 2019 | \$ 4,602                                     |
| Expected for fiscal year 2020                  | 7,556  |
| Expected for fiscal year 2021                  | 5,158  |
| Expected for fiscal year 2022                  | 3,335  |
| Expected for fiscal year 2023                  | 3,030  |
| Thereafter                                     | 2,391  |
|  | <u>\$ 26,072</u>                             |

### Interest income

The slight decrease in interest income for the three months ended September 30, 2018 compared to the prior year period was the result of lower average invested cash balances during the second quarter of fiscal year 2019 compared to the prior year period.

### Interest expense

The \$13.9 million increase in interest expense for the three months ended September 30, 2018 compared to the prior year period was primarily due to a decrease of \$8.6 million in the amount of interest capitalized during the second quarter of fiscal year 2019 compared to the prior year period. Capitalized interest expense during the three months ended September 30, 2018 related to the construction of our ViaSat-3 class satellites, gateway and networking equipment and other assets. Capitalized interest expense during the three months ended September 30, 2017 related to the construction of our ViaSat-2 satellite, ViaSat-3 class satellites, gateway and networking equipment and other assets.

### Benefit from income taxes

For the three months ended September 30, 2018, we recorded an income tax benefit of \$9.7 million, resulting in an effective tax benefit rate of 27.2%. For the three months ended September 30, 2017, we recorded an income tax benefit of \$11.5 million, resulting in an effective tax benefit rate of 43.9%. The effective tax rates for the periods differed from the U.S. statutory rate due primarily to the benefit of research and development tax credits.

## Segment Results for the Three Months Ended September 30, 2018 vs. Three Months Ended September 30, 2017

### Satellite services segment

#### Revenues

| (In millions, except percentages) | Three Months Ended |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Segment product revenues          | \$ —               | \$ 0.2             | \$ (0.2)                   | (100.0)%                       |
| Segment service revenues          | 163.0              | 147.4              | 15.6                       | 10.6%                          |
| Total segment revenues            | \$ 163.0           | \$ 147.6           | \$ 15.4                    | 10.4%                          |

Our satellite services segment revenues increased by \$15.4 million primarily as a result of a \$15.6 million increase in service revenues. The increase in service revenues was primarily driven by fixed broadband services and the expansion of our in-flight internet services. The fixed broadband service revenue increase was driven by higher average revenue per fixed broadband subscriber in the United States when compared to the same period last fiscal year, reflecting a higher mix of new and existing subscribers choosing Viasat's premium highest speed plans. This increase was partially offset by a slight decrease in total subscribers of our fixed broadband services year-over-year, with approximately 585,000 subscribers at September 30, 2018 compared to 589,000 subscribers at September 30, 2017. As of September 30, 2018, 898 commercial aircraft were in service utilizing our IFC systems, compared to 576 commercial aircraft in service as of September 30, 2017.

#### Segment operating (loss) profit

| (In millions, except percentages) | Three Months Ended |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Segment operating (loss) profit   | \$ (24.8)          | \$ 12.6            | \$ (37.5)                  | (296.9)%                       |
| Percentage of segment revenues    | (15.2)%            | 8.5%               |                            |                                |

The decrease in our satellite services segment operating profit was driven primarily by lower earnings contributions of \$19.8 million, primarily due to lower margins related to in-flight internet services and fixed broadband services due to the ramp-up of large-scale IFC services to commercial airlines and the ViaSat-2 service launch in the fourth quarter of fiscal year 2018. The decrease in operating profit was further impacted by higher selling costs of \$13.3 million due to the promotion of our fixed broadband services following the ViaSat-2 service launch in the fourth quarter of fiscal year 2018.

## Commercial networks segment

### Revenues

| (In millions, except percentages) | Three Months Ended |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Segment product revenues          | \$ 104.2           | \$ 47.3            | \$ 56.8                    | 120.1%                         |
| Segment service revenues          | 10.3               | 8.9                | 1.4                        | 15.8%                          |
| Total segment revenues            | \$ 114.5           | \$ 56.3            | \$ 58.3                    | 103.5%                         |

Our commercial networks segment revenues increased by \$58.3 million, primarily due to a \$56.8 million increase in product revenues. The increase in product revenues was primarily due to an increase of \$48.2 million in mobile broadband satellite communication systems products and \$12.7 million in antenna systems products.

### Segment operating loss

| (In millions, except percentages) | Three Months Ended |                    | Dollar (Increase) Decrease | Percentage (Increase) Decrease |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Segment operating loss            | \$ (39.2)          | \$ (59.4)          | \$ 20.2                    | 34.0%                          |
| Percentage of segment revenues    | (34.2)%            | (105.5)%           |                            |                                |

The \$20.2 million decrease in our commercial networks segment operating loss was driven primarily by a \$15.4 million decrease in IR&D expenses related to next-generation satellite payload technologies for our ViaSat-3 class satellites, as the first two ViaSat-3 class satellites have entered the phase of full construction, and mobile broadband satellite communication systems. In addition, we experienced higher earnings contributions of \$6.6 million, primarily due to increased revenues and improved margins in our mobile broadband satellite communication systems products.

## Government systems segment

### Revenues

| (In millions, except percentages) | Three Months Ended |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Segment product revenues          | \$ 176.2           | \$ 134.2           | \$ 42.0                    | 31.3%                          |
| Segment service revenues          | 63.7               | 55.0               | 8.7                        | 15.9%                          |
| Total segment revenues            | \$ 240.0           | \$ 189.2           | \$ 50.8                    | 26.8%                          |

Our government systems segment revenues increased by \$50.8 million due to increases of \$42.0 million in product revenues and \$8.7 million in service revenues. The product revenue increase was due to a \$23.5 million increase in tactical data link products, a \$7.3 million increase in government satellite communications systems products, a \$7.0 million increase in tactical satcom radio products and a \$5.5 million increase in government mobile broadband products. The service revenue increase was primarily due to a \$4.8 million increase in government mobile broadband services, a \$1.8 million increase in tactical data link services and a \$1.3 million increase in government satellite communication systems services.

### Segment operating profit

| (In millions, except percentages) | Three Months Ended |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Segment operating profit          | \$ 44.9            | \$ 34.2            | \$ 10.7                    | 31.2%                          |
| Percentage of segment revenues    | 18.7%              | 18.1%              |                            |                                |

The \$10.7 million increase in our government systems segment operating profit was primarily due to higher earnings contributions of \$14.8 million, due primarily to an increase in revenues and improved margins from our tactical data link products. This increase was partially offset by higher SG&A costs of \$3.5 million.

## Six Months Ended September 30, 2018 vs. Six Months Ended September 30, 2017

### Revenues

| (In millions, except percentages) | Six Months Ended   |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Product revenues                  | \$ 498.6           | \$ 347.9           | \$ 150.7                   | 43.3%                          |
| Service revenues                  | 457.8              | 425.2              | 32.6                       | 7.7%                           |
| Total revenues                    | \$ 956.3           | \$ 773.1           | \$ 183.2                   | 23.7%                          |

Our total revenues grew by \$183.2 million as a result of a \$150.7 million increase in product revenues and a \$32.6 million increase in service revenues. The product revenue increase was driven by increases of \$105.5 million in our commercial networks segment and \$45.6 million in our government systems segment. The service revenue increase was due to increases of \$17.2 million in our satellite services segment, \$12.8 million in our government systems segment and \$2.6 million in our commercial networks segment.

### Cost of revenues

| (In millions, except percentages) | Six Months Ended   |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Cost of product revenues          | \$ 390.3           | \$ 256.5           | \$ 133.9                   | 52.2%                          |
| Cost of service revenues          | 346.7              | 273.3              | 73.4                       | 26.9%                          |
| Total cost of revenues            | \$ 737.0           | \$ 529.8           | \$ 207.3                   | 39.1%                          |

Cost of revenues increased by \$207.3 million due to increases of \$133.9 million in cost of product revenues and \$73.4 million in cost of service revenues. The cost of product revenue increase was primarily due to increased revenues, mainly from our mobile broadband satellite communication systems products in our commercial networks segment and tactical data link products in our government systems segment, causing a \$111.1 million increase in cost of product revenues on a constant margin basis. Additionally, cost of product revenues increased due to lower margins, primarily from our government satellite communication systems and products and cybersecurity and information assurance products in our government systems segment. The cost of service revenue increase mainly related to lower margins for fixed broadband services and IFC services in our satellite services segment, primarily due to the ViaSat-2 service launch in the fourth quarter of fiscal year 2018 and the ramp-up of large-scale IFC services to commercial airlines. Additionally, cost of service revenues increased due to increased revenues, mainly from our fixed broadband services and in-flight internet services, causing a \$20.9 million increase in cost of service revenues on a constant margin basis.

### Selling, general and administrative expenses

| (In millions, except percentages)   | Six Months Ended   |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-------------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                     | September 30, 2018 | September 30, 2017 |                            |                                |
| Selling, general and administrative | \$ 225.8           | \$ 179.3           | \$ 46.5                    | 25.9%                          |

The \$46.5 million increase in SG&A expenses reflected an increase in selling costs of \$23.3 million, primarily due to an increase in our satellite services segment due to the ViaSat-2 service launch in the fourth quarter of fiscal year 2018, and an increase in support costs of \$20.5 million. The increase in support costs was reflected in all three segments, however we experienced the largest increase from our satellite services segment, mainly due to the higher employee-related costs supporting the ViaSat-2 service launch. SG&A expenses consisted primarily of personnel costs and expenses for business development, marketing and sales, bid and proposal, facilities, finance, contract administration and general management.

### Independent research and development

| (In millions, except percentages)    | Six Months Ended   |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|--------------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                      | September 30, 2018 | September 30, 2017 |                            |                                |
| Independent research and development | \$ 64.7            | \$ 91.3            | \$ (26.6)                  | (29.1)%                        |

The \$26.6 million decrease in IR&D expenses was primarily the result of a decrease of \$27.9 million in IR&D efforts in our commercial networks segment (primarily related to a decrease in IR&D expenses related to next-generation satellite payload technologies for our ViaSat-3 class satellites, as the first two ViaSat-3 class satellites have entered the phase of full construction, and mobile broadband satellite communication systems).

#### *Amortization of acquired intangible assets*

We amortize our acquired intangible assets from prior acquisitions over their estimated useful lives, which range from two to ten years. The \$1.7 million decrease in amortization of acquired intangible assets in the first six months of fiscal year 2019 compared to the prior year period was primarily the result of certain acquired customer relationship intangibles in our satellite services segment becoming fully amortized over the preceding twelve months. Current and expected amortization expense for acquired intangible assets for each of the following periods is as follows:

|  | <u>Amortization</u><br><u>(In thousands)</u> |
|--|--|
| For the six months ended September 30, 2018    | \$ 4,888                                     |
| Expected for the remainder of fiscal year 2019 | \$ 4,602                                     |
| Expected for fiscal year 2020                  | 7,556  |
| Expected for fiscal year 2021                  | 5,158  |
| Expected for fiscal year 2022                  | 3,335  |
| Expected for fiscal year 2023                  | 3,030  |
| Thereafter                                     | 2,391  |
|  | <u>\$ 26,072</u>                             |

#### *Interest income*

The slight decrease in interest income for the six months ended September 30, 2018 compared to the prior year period was the result of lower average invested cash balances during the first six months of fiscal year 2019 compared to the prior year period.

#### *Interest expense*

The \$25.1 million increase in interest expense in the six months ended September 30, 2018 compared to the prior year period was primarily due to a decrease of \$17.0 million in the amount of interest capitalized during the first six months of fiscal year 2019 compared to the prior year period. Capitalized interest expense during the six months ended September 30, 2018 related to the construction of our ViaSat-3 class satellites, gateway and networking equipment and other assets. Capitalized interest expense during the six months ended September 30, 2017 related to the construction of our ViaSat-2 satellite, ViaSat-3 class satellites, gateway and networking equipment and other assets.

#### *Benefit from income taxes*

For the six months ended September 30, 2018, we recorded an income tax benefit of \$38.9 million, resulting in an effective tax benefit rate of 38.4%. For the six months ended September 30, 2017, we recorded an income tax benefit of \$20.6 million, resulting in an effective tax benefit rate of 46.9%. The effective tax rates for the periods differed from the U.S. statutory rate due primarily to the benefit of research and development tax credits.

### **Segment Results for the Six Months Ended September 30, 2018 vs. Six Months Ended September 30, 2017**

#### ***Satellite services segment***

##### *Revenues*

| <u>(In millions, except percentages)</u> | <u>Six Months Ended</u>   |                           | <u>Dollar Increase (Decrease)</u> | <u>Percentage Increase (Decrease)</u> |
|--|---------------------------|---------------------------|-----------------------------------|---------------------------------------|
|  | <u>September 30, 2018</u> | <u>September 30, 2017</u> |                                   |                                       |
| Segment product revenues                 | \$ —                      | \$ 0.4                    | \$ (0.4)                          | (100.0)%                              |
| Segment service revenues                 | 316.5                     | 299.4                     | 17.2                              | 5.7%                                  |
| Total segment revenues                   | \$ 316.5                  | \$ 299.8                  | \$ 16.7                           | 5.6%                                  |

Our satellite services segment revenues increased by \$16.7 million primarily as a result of a \$17.2 million increase in service revenues. The increase in service revenues was primarily driven by the expansion of our in-flight internet services and fixed broadband services. As of September 30, 2018, 898 commercial aircraft were in service utilizing our IFC systems, compared to 576 commercial aircraft in service as of September 30, 2017. The fixed broadband service revenue increase was driven by higher average revenue per fixed broadband subscriber in the United States when compared to the same period last fiscal year, reflecting a higher mix of new and existing subscribers choosing Viasat's premium highest speed plans. This increase was partially offset by a slight decrease in total subscribers of our fixed broadband services year-over-year, with approximately 585,000 subscribers at September 30, 2018 compared to 589,000 subscribers at September 30, 2017.

#### Segment operating profit (loss)

| (In millions, except percentages) | Six Months Ended   |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Segment operating (loss) profit   | \$ (54.8)          | \$ 31.5            | \$ (86.2)                  | (274.1)%                       |
| Percentage of segment revenues    | (17.3)%            | 10.5%              |                            |                                |

The decrease in our satellite services segment operating profit was driven primarily by lower earnings contributions of \$51.2 million, primarily due to lower margins related to in-flight internet services and fixed broadband services due to the ramp-up of large-scale IFC services to commercial airlines and the ViaSat-2 service launch in the fourth quarter of fiscal year 2018. The decrease in operating profit was further impacted by higher selling costs of \$23.5 million due to the promotion of our fixed broadband services following the ViaSat-2 service launch in the fourth quarter of fiscal year 2018.

#### Commercial networks segment

##### Revenues

| (In millions, except percentages) | Six Months Ended   |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Segment product revenues          | \$ 189.3           | \$ 83.8            | \$ 105.5                   | 125.8%                         |
| Segment service revenues          | 20.3               | 17.7               | 2.6                        | 14.6%                          |
| Total segment revenues            | \$ 209.6           | \$ 101.5           | \$ 108.1                   | 106.5%                         |

Our commercial networks segment revenues increased by \$108.1 million, primarily due to a \$105.5 million increase in product revenues. The increase in product revenues was primarily due to increases of \$89.9 million in mobile broadband satellite communication systems products and \$16.9 million in antenna systems products.

#### Segment operating loss

| (In millions, except percentages) | Six Months Ended   |                    | Dollar (Increase) Decrease | Percentage (Increase) Decrease |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Segment operating loss            | \$ (86.2)          | \$ (125.5)         | \$ 39.3                    | 31.3%                          |
| Percentage of segment revenues    | (41.1)%            | (123.6)%           |                            |                                |

The \$39.3 million decrease in our commercial networks segment operating loss was driven primarily by a \$27.9 million decrease in IR&D expenses related to next-generation satellite payload technologies for our ViaSat-3 class satellites, as the first two ViaSat-3 class satellites have entered the phase of full construction, and mobile broadband satellite communication systems. In addition, we experienced higher earnings contributions of \$15.4 million, primarily due to increased revenues and improved margins in our mobile broadband satellite communication systems products.



## Government systems segment

### Revenues

| (In millions, except percentages) | Six Months Ended   |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Segment product revenues          | \$ 309.2           | \$ 263.6           | \$ 45.6                    | 17.3%                          |
| Segment service revenues          | 121.0              | 108.2              | 12.8                       | 11.9%                          |
| Total segment revenues            | \$ 430.2           | \$ 371.8           | \$ 58.4                    | 15.7%                          |

Our government systems segment revenues increased by \$58.4 million due to increases of \$45.6 million in product revenues and \$12.8 million in service revenues. The product revenue increase was due to a \$42.1 million increase in tactical data link products. The service revenue increase was primarily due to a \$5.7 million increase in government mobile broadband services, a \$3.7 million increase in tactical data link services and a \$2.7 million in government satellite communication systems services.

### Segment operating profit

| (In millions, except percentages) | Six Months Ended   |                    | Dollar Increase (Decrease) | Percentage Increase (Decrease) |
|-----------------------------------|--------------------|--------------------|----------------------------|--------------------------------|
|                                   | September 30, 2018 | September 30, 2017 |                            |                                |
| Segment operating profit          | \$ 69.8            | \$ 66.8            | \$ 3.0                     | 4.5%                           |
| Percentage of segment revenues    | 16.2%              | 18.0%              |                            |                                |

The \$3.0 million increase in our government systems segment operating profit was primarily due to higher earnings contributions of \$11.8 million, due to an increase in revenues from our tactical data link products. This increase was partially offset by higher SG&A costs of \$7.4 million.

## Backlog

As reflected in the table below, our overall firm and funded backlog increased during the first six months of fiscal year 2019. The increases in both firm and funded backlog were attributable to increases in all three of our segments.

|                             | As of              |                |
|-----------------------------|--------------------|----------------|
|                             | September 30, 2018 | March 31, 2018 |
|                             | (In millions)      |                |
| <b>Firm backlog</b>         |                    |                |
| Satellite services segment  | \$ 553.0           | \$ 130.5       |
| Commercial networks segment | 370.3              | 288.3          |
| Government systems segment  | 988.4              | 671.2          |
| Total                       | \$ 1,911.7         | \$ 1,090.0     |
| <b>Funded backlog</b>       |                    |                |
| Satellite services segment  | \$ 553.0           | \$ 130.5       |
| Commercial networks segment | 370.3              | 288.3          |
| Government systems segment  | 859.6              | 592.1          |
| Total                       | \$ 1,782.9         | \$ 1,010.9     |

The firm backlog does not include contract options. Of the \$1.9 billion in firm backlog, a little over half is expected to be delivered during the next twelve months, with the balance delivered thereafter. We include in our backlog only those orders for which we have accepted purchase orders. Starting with the first quarter of fiscal year 2019, upon adoption of ASC 606, our backlog includes contracts with subscribers for fixed broadband services in our satellite services segment. Backlog as of March 31, 2018 does not include contracts with our subscribers for fixed broadband services in our satellite services segment. Backlog as of September 30, 2018 and March 31, 2018 does not include anticipated purchase orders and requests for the installation of IFC systems or future recurring in-flight internet service revenues under commercial in-flight internet agreements recorded in our commercial networks and satellite services segments, respectively. As of September 30, 2018, we expected to install IFC systems on approximately 854 additional aircraft under our existing customer agreements with commercial airlines, approximately 185 of which relate to accepted purchase orders (and are included in firm backlog in our commercial networks segment) and approximately 669 of which relate to anticipated purchase orders and requests under existing customer agreements. There can be no assurance that all anticipated purchase orders and requests will be placed.



Our total new awards exclude future revenue under recurring consumer commitment arrangements and were approximately \$738.7 million and \$1,308.3 million for the three and six months ended September 30, 2018, respectively, and approximately \$384.8 million and \$826.6 million for the three and six months ended September 30, 2017, respectively.

Backlog is not necessarily indicative of future sales. A majority of our contracts can be terminated at the convenience of the customer. Orders are often made substantially in advance of delivery, and our contracts typically provide that orders may be terminated with limited or no penalties. In addition, purchase orders may present product specifications that would require us to complete additional product development. A failure to develop products meeting such specifications could lead to a termination of the related contract.

Firm backlog amounts are comprised of funded and unfunded components. Funded backlog represents the sum of contract amounts for which funds have been specifically obligated by customers to contracts. Unfunded backlog represents future amounts that customers may obligate over the specified contract performance periods. Our customers allocate funds for expenditures on long-term contracts on a periodic basis. Our ability to realize revenues from contracts in backlog is dependent upon adequate funding for such contracts. Although we do not control the funding of our contracts, our experience indicates that actual contract funding has ultimately been approximately equal to the aggregate amounts of the contracts.

## **Liquidity and Capital Resources**

### **Overview**

We have financed our operations to date primarily with cash flows from operations, bank line of credit financing, debt financing, export credit agency financing and equity financing. At September 30, 2018, we had \$51.6 million in cash and cash equivalents and restricted cash, \$322.3 million in working capital, \$225.0 million in principal amount of outstanding borrowings under our revolving credit facility (the Revolving Credit Facility) and borrowing availability of \$555.0 million under the Revolving Credit Facility. At March 31, 2018, we had \$71.4 million in cash and cash equivalents, \$146.1 million in working capital, and no outstanding borrowings and borrowing availability of \$770.4 million under the Revolving Credit Facility. We invest our cash in excess of current operating requirements in short-term, highly liquid bank money market accounts.

Our future capital requirements will depend upon many factors, including the timing and amount of cash required for our satellite projects and any future broadband satellite projects we may engage in, expansion of our research and development and marketing efforts, and the nature and timing of orders. Additionally, we will continue to evaluate possible acquisitions of, or investments in complementary businesses, products and technologies which may require the use of cash or additional financing.

The general cash needs of our satellite services, commercial networks and government systems segments can vary significantly. The cash needs of our satellite services segment tend to be driven by the timing and amount of capital expenditures (e.g., payments under satellite construction and launch contracts and investments in ground infrastructure roll-out), investments in joint ventures and strategic partnering arrangements (such as our Eutelsat strategic partnering arrangement) and network expansion activities, as well as the quality of customer, type of contract and payment terms. In our commercial networks segment, cash needs tend to be driven primarily by the type and mix of contracts in backlog, the nature and quality of customers, the timing and amount of investments in IR&D activities (including with respect to next-generation satellite payload technologies) and the payment terms of customers (including whether advance payments are made or customer financing is required). In our government systems segment, the primary factors determining cash needs tend to be the type and mix of contracts in backlog (e.g., product or service, development or production) and timing of payments (including restrictions on the timing of cash payments under U.S. government procurement regulations). Other factors affecting the cash needs of our commercial networks and government systems segments include contract duration and program performance. For example, if a program is performing well and meeting its contractual requirements, then its cash flow requirements are usually lower.

To further enhance our liquidity position or to finance the construction and launch of any future satellites, acquisitions, strategic partnering arrangements, joint ventures or other business investment initiatives, we may obtain additional financing, which could consist of debt, convertible debt or equity financing from public and/or private credit and capital markets. In February 2016, we filed a universal shelf registration statement with the SEC for the future sale of an unlimited amount of common stock, preferred stock, debt securities, depositary shares, warrants and rights. The securities may be offered from time to time, separately or together, directly by us, by selling security holders, or through underwriters, dealers or agents at amounts, prices, interest rates and other terms to be determined at the time of the offering. We believe that our current cash balances and net cash expected to be provided by operating activities along with availability under our Revolving Credit Facility will be sufficient to meet our anticipated operating requirements for at least the next 12 months.

## **Cash flows**

Cash provided by operating activities for the first six months of fiscal year 2019 was \$111.3 million compared to \$185.8 million in the prior year period. This \$74.5 million decrease was primarily driven by a \$58.3 million year-over-year increase in cash used to fund net operating assets, as well as our operating results (net loss adjusted for depreciation, amortization and other non-cash charges) which resulted in \$16.2 million of lower cash provided by operating activities year-over-year. The increase in cash used to fund net operating assets during the first six months of fiscal year 2019 when compared to the prior year period was primarily due to a decrease in cash inflows year-over-year from the long-term portion of deferred revenues included in other liabilities in our satellite services segment as well as an increase in cash used for inventory in our government systems segment for our tactical data link products planned shipments.

Cash used in investing activities for the first six months of fiscal year 2019 was \$299.1 million compared to \$243.6 million in the prior year period. This \$55.5 million increase in cash used in investing activities year-over-year reflects an increase of \$92.5 million in capital expenditures used for property and other general purpose equipment and \$37.9 million in cash used for satellite construction, partially offset by a decrease of \$16.4 million in cash used for capital software development, as well as approximately \$44.4 million of cash receipts related to ViaSat-2 satellite insurance claim proceeds received during the second quarter of fiscal year 2019 and \$14.0 million of cash proceeds from the sale of real property.

Cash provided by financing activities for the first six months of fiscal year 2019 was \$169.3 million compared to \$169.8 million for the prior year period. Cash provided by financing activities for both periods included cash proceeds from borrowings and payments on borrowings on our long-term debt, cash received from stock option exercises and employee stock purchase plan purchases, offset by cash used for the repurchase of common stock related to net share settlement of certain employee tax liabilities in connection with the vesting of restricted stock unit awards.

## **Satellite-related activities**

On June 1, 2017, our second-generation ViaSat-2 satellite was successfully launched into orbit. In the fourth quarter of fiscal year 2018, shortly before the launch of commercial broadband services on the satellite, we reported an antenna deployment issue. We worked with the satellite manufacturer to determine the root cause of the antenna deployment issue, potential correcting measures, and resulting damage. In the second quarter of fiscal year 2019, the root cause analysis was completed. Based on that analysis, we recorded a reduction to the carrying value of the ViaSat-2 satellite of \$177.4 million, with a corresponding insurance claim receivable of \$177.4 million, based on our estimated ViaSat-2 output capabilities as compared to the anticipated, potential and configured capacity of the ViaSat-2 satellite. As of September 30, 2018, we had received \$44.4 million in insurance recovery proceeds related to such claims and the remaining \$133.0 million, as probable, was recorded as a receivable. The ViaSat-2 satellite was primarily financed by the Ex-Im Credit Facility (see “—Ex-Im Credit Facility” below). Pursuant to the terms of the Ex-Im Credit Facility, insurance proceeds received from such claims will be used to pay down outstanding borrowings under the Ex-Im Credit Facility upon receipt. Subsequent to the end of the fiscal second quarter, we received an additional \$57.8 million related to our outstanding ViaSat-2 insurance claims.

With ViaSat-2 now in service, we expect additional operating costs to be incurred in fiscal year 2019 in our satellite services segment. These increased operating costs are expected to include depreciation, amortization of capitalized software development, earth station connectivity, marketing and advertising costs, logistics, customer care and various support systems. In addition, we expect interest expense to increase during fiscal year 2019 as we no longer capitalize the interest expense relating to the debt incurred for the construction of ViaSat-2 and the related gateway and networking equipment now that the satellite is in service. However, we expect the relative impact of the launch of service on the ViaSat-2 satellite and roll-out of related ground infrastructure to our financial results to be less than we experienced in relation to the ViaSat-1 satellite. In fiscal year 2019, we expect the total number of subscribers of our fixed broadband services to increase, and that the resultant increase in service revenues in our satellite services segment will improve operating profit for that segment over time. However, there can be no assurance that we will be successful in our subscriber expansion plans. We also expect our capital expenditures to increase significantly during fiscal year 2019 compared to fiscal year 2018 as a result of increased CPE-related capital expenditures relating to the expected increase in the number of subscribers of our fixed broadband services.

In July 2016, we entered into two separate agreements with The Boeing Company (Boeing) for the construction and purchase of two ViaSat-3 class satellites and the integration of Viasat's payload technologies into the satellites. The aggregate purchase price for the two satellites is approximately \$379.5 million (subject to purchase price adjustments based on factors such as launch delay and early delivery), plus an additional amount for launch support services to be performed by Boeing. In addition, under one of these agreements, we have the option to order up to two additional ViaSat-3 class satellites. The first ViaSat-3 class satellite is expected to provide broadband services over the Americas, and the second is expected to provide broadband services over the Europe, Middle East and Africa (EMEA) region. The

projected aggregate total project cost for the two ViaSat-3 class satellites, including the satellites, launches, insurance and related earth station infrastructure, through satellite launch is estimated to be between \$1.2 billion and \$1.4 billion, and will depend on the timing of the earth station infrastructure roll-out of each satellite and the method we use to procure fiber access. Our total cash funding may be reduced through various third-party agreements, including potential joint service offerings and other strategic partnering arrangements. We believe we have adequate sources of funding for the ViaSat-3 class satellites, which include our cash on hand, available borrowing capacity and the cash we expect to generate from operations over the next few years.

During the second half of fiscal year 2018, our two ViaSat-3 class satellites currently under construction entered the phase of full construction. Although IR&D investments are expected to continue throughout fiscal year 2019 and beyond relating to ViaSat-3 ground infrastructure and support of our growing government and commercial air mobility businesses, we expect the level of our IR&D investments to be lower in fiscal year 2019 compared to fiscal year 2018.

### **Revolving Credit Facility**

As of September 30, 2018, the Revolving Credit Facility provided an \$800.0 million revolving line of credit (including up to \$150.0 million of letters of credit), with a maturity date of May 24, 2021.

Borrowings under the Revolving Credit Facility bear interest, at our option, at either (1) the highest of the Federal Funds rate plus 0.50%, the Eurodollar rate plus 1.00%, or the administrative agent's prime rate as announced from time to time, or (2) the Eurodollar rate, plus, in the case of each of (1) and (2), an applicable margin that is based on our total leverage ratio. At September 30, 2018, the weighted average effective interest rate on our outstanding borrowings under the Revolving Credit Facility was 4.88%. The Revolving Credit Facility is required to be guaranteed by certain significant domestic subsidiaries of Viasat (as defined in the Revolving Credit Facility) and secured by substantially all of our assets. As of September 30, 2018, none of our subsidiaries guaranteed the Revolving Credit Facility.

The Revolving Credit Facility contains financial covenants regarding a maximum total leverage ratio and a minimum interest coverage ratio. In addition, the Revolving Credit Facility contains covenants that restrict, among other things, our ability to sell assets, make investments and acquisitions, make capital expenditures, grant liens, pay dividends and make certain other restricted payments.

As of September 30, 2018, we had \$225.0 million in principal amount of outstanding borrowings under the Revolving Credit Facility and \$20.0 million outstanding under standby letters of credit, leaving borrowing availability under the Revolving Credit Facility as of September 30, 2018 of \$555.0 million.

### **Ex-Im Credit Facility**

As of September 30, 2018, the Ex-Im Credit Facility provided a \$362.4 million senior secured direct loan facility, which was fully drawn. Of the \$362.4 million in principal amount of borrowings made under the Ex-Im Credit Facility, \$321.2 million was used to finance up to 85% of the costs of construction, launch and insurance of the ViaSat-2 satellite and related goods and services (including costs incurred on or after September 18, 2012), with the remaining \$41.2 million used to finance the total exposure fees incurred under the Ex-Im Credit Facility (which included all previously accrued completion exposure fees). At September 30, 2018, we had \$306.0 million in principal amount of outstanding borrowings under the Ex-Im Credit Facility.

Borrowings under the Ex-Im Credit Facility bear interest at a fixed rate of 2.38%, payable semi-annually in arrears. The effective interest rate on our outstanding borrowings under the Ex-Im Credit Facility, which takes into account timing and amount of borrowings, exposure fees, debt issuance costs and other fees, is 4.6%. Borrowings under the Ex-Im Credit Facility are required to be repaid in 16 approximately equal semi-annual principal installments, which commenced on April 15, 2018, with a maturity date of October 15, 2025. Pursuant to the terms of the Ex-Im Credit Facility, certain insurance proceeds related to the ViaSat-2 satellite must be used to pay down outstanding borrowings under the Ex-Im Credit Facility upon receipt. During the second quarter of fiscal year 2019, we received approximately \$44.4 million of insurance proceeds related to the ViaSat-2 satellite, of which \$37.2 million were used to pay down outstanding borrowings under the Ex-Im Credit Facility during the second quarter of fiscal year 2019. As of September 30, 2018, \$7.2 million of such insurance proceeds was held by the trustee pending payment under the Ex-Im Credit Facility and therefore was recorded as restricted cash in our condensed consolidated balance sheet. Subsequent to the end of the fiscal second quarter, we received an additional \$57.8 million related to our outstanding ViaSat-2 insurance claims, which will also be used to pay down outstanding borrowings under Ex-Im Credit Facility. The Ex-Im Credit Facility is guaranteed by Viasat and is secured by first-priority liens on the ViaSat-2 satellite and related assets as well as a pledge of the capital stock of the borrower under the facility.

The Ex-Im Credit Facility contains financial covenants regarding Viasat's maximum total leverage ratio and minimum interest coverage ratio. In addition, the Ex-Im Credit Facility contains covenants that restrict, among other things, our ability to sell assets, make investments and acquisitions, make capital expenditures, grant liens, pay dividends and make certain other restricted payments.

The borrowings under the Ex-Im Credit Facility are recorded as current portion of long-term debt and as other long-term debt, net of unamortized discount and debt issuance costs, in our condensed consolidated financial statements. The discount of \$42.3 million (comprising the initial \$6.0 million pre-exposure fee, \$35.3 million of completion exposure fees, and other customary fees) and deferred financing cost associated with the issuance of the borrowings under the Ex-Im Credit Facility are amortized to interest expense on an effective interest rate basis over the term of the borrowings under the Ex-Im Credit Facility.

## **Senior Notes**

### *Senior Notes due 2025*

In September 2017, we issued \$700.0 million in principal amount of the 5.625% Senior Notes due 2025 (the 2025 Notes) in a private placement to institutional buyers. The 2025 Notes were issued at face value and are recorded as long-term debt, net of debt issuance costs, in our condensed consolidated financial statements. The 2025 Notes bear interest at the rate of 5.625% per year, payable semi-annually in cash in arrears, which interest payments commenced in March 2018. Debt issuance costs associated with the issuance of the 2025 Notes are amortized to interest expense on a straight-line basis over the term of the 2025 Notes, the results of which are not materially different from the effective interest rate basis.

The 2025 Notes are required to be guaranteed on an unsecured senior basis by each of our existing and future subsidiaries that guarantees the Revolving Credit Facility. As of September 30, 2018, none of our subsidiaries guaranteed the 2025 Notes. The 2025 Notes are our general senior unsecured obligations and rank equally in right of payment with all of our existing and future unsecured unsubordinated debt. The 2025 Notes are effectively junior in right of payment to our existing and future secured debt, including under the Revolving Credit Facility and the Ex-Im Credit Facility (collectively, the Credit Facilities) (to the extent of the value of the assets securing such debt), are structurally subordinated to all existing and future liabilities (including trade payables) of our subsidiaries that do not guarantee the 2025 Notes, and are senior in right of payment to all of their existing and future subordinated indebtedness.

The indenture governing the 2025 Notes limits, among other things, our and our restricted subsidiaries' ability to: incur, assume or guarantee additional debt; issue redeemable stock and preferred stock; pay dividends, make distributions or redeem or repurchase capital stock; prepay, redeem or repurchase subordinated debt; make loans and investments; grant or incur liens; restrict dividends, loans or asset transfers from restricted subsidiaries; sell or otherwise dispose of assets; enter into transactions with affiliates; reduce our satellite insurance; and consolidate or merge with, or sell substantially all of their assets to, another person.

Prior to September 15, 2020, we may redeem up to 40% of the 2025 Notes at a redemption price of 105.625% of the principal amount thereof, plus accrued and unpaid interest, if any, thereon to the redemption date, from the net cash proceeds of specified equity offerings. We may also redeem the 2025 Notes prior to September 15, 2020, in whole or in part, at a redemption price equal to 100% of the principal amount thereof plus the applicable premium and any accrued and unpaid interest, if any, thereon to the redemption date. The applicable premium is calculated as the greater of: (i) 1.0% of the principal amount of such 2025 Notes and (ii) the excess, if any, of (a) the present value at such date of redemption of (1) the redemption price of such 2025 Notes on September 15, 2020 plus (2) all required interest payments due on such 2025 Notes through September 15, 2020 (excluding accrued but unpaid interest to the date of redemption), computed using a discount rate equal to the treasury rate (as defined under the indenture) plus 50 basis points, over (b) the then-outstanding principal amount of such 2025 Notes. The 2025 Notes may be redeemed, in whole or in part, at any time during the 12 months beginning on September 15, 2020 at a redemption price of 102.813%, during the 12 months beginning on September 15, 2021 at a redemption price of 101.406%, and at any time on or after September 15, 2022 at a redemption price of 100%, in each case plus accrued and unpaid interest, if any, thereon to the redemption date.

In the event a change of control triggering event occurs (as defined in the indenture), each holder will have the right to require us to repurchase all or any part of such holder's 2025 Notes at a purchase price in cash equal to 101% of the aggregate principal amount of the 2025 Notes repurchased, plus accrued and unpaid interest, if any, to the date of purchase (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date).

## Discharge of indenture and loss on extinguishment of debt

In connection with our issuance of the 2025 Notes in September 2017, we repurchased and redeemed all \$575.0 million in aggregate principal amount of our former 6.875% Senior Notes due 2020 (the 2020 Notes) then outstanding through a cash tender offer and redemption, and the indenture governing the 2020 Notes was satisfied and discharged in accordance with its terms. In September 2017, we repurchased \$298.2 million in aggregate principal amount of the 2020 Notes pursuant to the tender offer. The total cash payment to repurchase the tendered 2020 Notes in the tender offer, including accrued and unpaid interest to, but excluding, the repurchase date, was \$309.3 million. Also in September 2017, in connection with the redemption of the remaining \$276.8 million in aggregate principal amount of 2020 Notes, we irrevocably deposited \$287.4 million with Wilmington Trust, as trustee, as trust funds solely for the benefit of the holders of such 2020 Notes. The redemption price for the 2020 Notes was 101.719% of the principal amount so redeemed, plus accrued and unpaid interest to, but excluding, the redemption date of October 5, 2017.

In connection with the satisfaction and discharge of the indenture governing the 2020 Notes, all of our obligations (other than certain customary provisions of the indenture that expressly survive pursuant to the terms of the indenture) were discharged in September 2017.

As a result of the repurchase of the 2020 Notes in the tender offer and the redemption of the remaining 2020 Notes, we recognized a \$10.2 million loss on extinguishment of debt during the three and six months ended September 30, 2017, which was comprised of \$10.6 million in cash payments (including tender offer consideration, redemption premium and related professional fees), net of \$0.4 million in non-cash gain (including unamortized premium, net of unamortized debt issuance costs).

## Contractual Obligations

The following table sets forth a summary of our obligations at September 30, 2018:

| (In thousands, including interest where applicable)         | Total               | For the                             | For the Fiscal Years Ending |                   |                     |
|---|---------------------|-------------------------------------|-----------------------------|-------------------|---------------------|
|   |                     | Remainder of<br>Fiscal Year<br>2019 | 2020-2021                   | 2022-2023         | Thereafter          |
| Operating leases and satellite capacity agreements          | \$ 605,652          | \$ 55,000                           | \$ 226,764                  | \$ 141,748        | \$ 182,140          |
| 2025 Notes  | 975,625             | 19,688                              | 78,750                      | 78,750            | 798,437             |
| Revolving Credit Facility (1)                               | 254,067             | 5,551                               | 21,869                      | 226,647           | —                   |
| Ex-Im Credit Facility                                       | 330,848             | 27,765                              | 93,429                      | 89,529            | 120,125             |
| Satellite performance incentive obligations                 | 43,100              | 2,128                               | 8,994                       | 9,805             | 22,173              |
| Purchase commitments including satellite-related agreements | 1,306,753           | 725,267                             | 461,206                     | 54,834            | 65,446              |
| Total   | <u>\$ 3,516,045</u> | <u>\$ 835,399</u>                   | <u>\$ 891,012</u>           | <u>\$ 601,313</u> | <u>\$ 1,188,321</u> |

- (1) To the extent that the interest rate is variable and ultimate amounts borrowed under the Revolving Credit Facility may fluctuate, amounts reflected represent estimated interest payments on our current outstanding balances based on the weighted average effective interest rate at September 30, 2018 until the maturity date in May 2021.

We purchase components from a variety of suppliers and use several subcontractors and contract manufacturers to provide design and manufacturing services for our products. During the normal course of business, we enter into agreements with subcontractors, contract manufacturers and suppliers that either allow them to procure inventory based upon criteria defined by us or that establish the parameters defining our requirements. We also enter into agreements and purchase commitments with suppliers for the construction, launch, and operation of our satellites. In certain instances, these agreements allow us the option to cancel, reschedule and adjust our requirements based on our business needs prior to firm orders being placed. Consequently, only a portion of our reported purchase commitments arising from these agreements are firm, non-cancelable and unconditional commitments.

Our condensed consolidated balance sheets included \$130.3 million and \$121.2 million of "other liabilities" as of September 30, 2018 and March 31, 2018, respectively, which primarily consisted of the long-term portion of deferred revenues, the long-term portion of our satellite performance incentive obligations relating to the ViaSat-1 and ViaSat-2 satellites, our long-term warranty obligations, the long-term portion of deferred rent and long-term deferred income taxes. With the exception of the long-term portion of our satellite performance incentive obligations relating to the ViaSat-1 and ViaSat-2 satellites (which is included under "Satellite performance incentive obligations"), these remaining liabilities have been excluded from the above table as the timing and/or the amount of any cash payment is uncertain. See Note 11 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended March 31, 2018 for additional information regarding satellite performance incentive obligations relating to the ViaSat-1 and ViaSat-2 satellites. See Note 9 to our condensed consolidated financial statements for additional information regarding our income taxes and related tax positions and Note 7 to our condensed consolidated financial statements for a discussion of our product warranties.

## Off-Balance Sheet Arrangements

We had no material off-balance sheet arrangements at September 30, 2018 as defined in Regulation S-K Item 303(a)(4) other than as discussed under Contractual Obligations above or disclosed in the notes to our consolidated financial statements included in this report or in our Annual Report on Form 10-K for the year ended March 31, 2018.

## Recent Authoritative Guidance

For information regarding recently adopted and issued accounting pronouncements, see Note 1 to our condensed consolidated financial statements.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

### Interest Rate Risk

Our financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable, short-term and long-term obligations, including the Credit Facilities and the 2025 Notes, and foreign currency forward contracts. We consider investments in highly liquid instruments purchased with a remaining maturity of three months or less at the date of purchase to be cash equivalents. As of September 30, 2018, we had \$225.0 million in principal amount of outstanding borrowings under our Revolving Credit Facility, \$306.0 million in principal amount of outstanding borrowings under our Ex-Im Credit Facility, and \$700.0 million in aggregate principal amount outstanding of the 2025 Notes, and we held no short-term investments. Our 2025 Notes and borrowings under our Ex-Im Credit Facility bear interest at a fixed rate and therefore our exposure to market risk for changes in interest rates relates primarily to borrowings under our Revolving Credit Facility, cash equivalents, short-term investments and short-term obligations.

The primary objective of our investment activities is to preserve principal while at the same time maximizing the income we receive from our investments without significantly increasing risk. To minimize this risk, we maintain a significant amount of our cash balance in money market accounts. In general, money market accounts are not subject to interest rate risk because the interest paid on such funds fluctuates with the prevailing interest rate. Our cash and cash equivalents earn interest at variable rates. Our interest income has been and may continue to be negatively impacted by low market interest rates. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. If the underlying weighted average interest rate on our cash and cash equivalents, assuming balances remain constant over a year, changed by 50 basis points, interest income would have increased or decreased by an insignificant amount for the three months ended September 30, 2018 and 2017. Because our investment policy restricts us to invest in conservative, interest-bearing investments and because our business strategy does not rely on generating material returns from our investment portfolio, we do not expect our market risk exposure on our investment portfolio to be material.

As of September 30, 2018, we had \$225.0 million in principal amount of outstanding borrowings under our Revolving Credit Facility. Our primary interest rate under the Revolving Credit Facility is the Eurodollar rate plus an applicable margin that is based on our total leverage ratio. At September 30, 2018, the weighted average effective interest rate on our outstanding borrowings under the Revolving Credit Facility was 4.88%. Assuming the outstanding balance remained constant over a year, a 50 basis point increase in the interest rate would increase interest incurred, prior to effects of capitalized interest, by approximately \$1.1 million over a twelve-month period.

### Foreign Exchange Risk

We generally conduct our business in U.S. dollars. However, as our international business is conducted in a variety of foreign currencies, we are exposed to fluctuations in foreign currency exchange rates. The closing of our strategic partnering arrangement with Eutelsat during the fourth quarter of fiscal year 2017 and related investment in Euro Broadband Infrastructure Sàrl, which is denominated in Euros, increases our exposure to foreign currency risk. A five percent variance in foreign currencies in which our international business is conducted would change our loss before income taxes by an insignificant amount for the three and six months ended September 30, 2018 and 2017. Our objective in managing our exposure to foreign currency risk is to reduce earnings and cash flow volatility associated with foreign exchange rate fluctuations. Accordingly, from time to time, we may enter into foreign currency forward contracts to mitigate risks associated with foreign currency denominated assets, liabilities, commitments and anticipated foreign currency transactions.

As of September 30, 2018, we had a number of foreign currency forward contracts outstanding which are intended to reduce the foreign currency risk for amounts payable to vendors in Euros. The foreign currency forward contracts with a notional amount of \$4.8 million had an insignificant amount of fair value recorded in accrued liabilities as of September 30, 2018. If the foreign currency forward rate for the Euro to the U.S. dollar on these foreign currency forward contracts had changed by 10%, the fair value of these foreign currency forward contracts as of September 30, 2018 would have changed by an insignificant amount.

#### **Item 4. Controls and Procedures**

We maintain disclosure controls and procedures designed to provide reasonable assurance of achieving the objective that information in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified and pursuant to the requirements of the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 13a-15(b), we carried out an evaluation, with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of September 30, 2018, the end of the period covered by this report. Based upon the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of September 30, 2018.

During the period covered by this report, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II — OTHER INFORMATION**

### **Item 1. Legal Proceedings**

From time to time, we are involved in a variety of claims, suits, investigations and proceedings arising in the ordinary course of business, including government investigations and claims, and other claims and proceedings with respect to intellectual property, breach of contract, labor and employment, tax and other matters. Such matters could result in fines; penalties, compensatory, treble or other damages; or non-monetary relief. A violation of government contract laws and regulations could also result in the termination of our government contracts or debarment from bidding on future government contracts. Although claims, suits, investigations and proceedings are inherently uncertain and their results cannot be predicted with certainty, we believe that the resolution of our current pending matters will not have a material adverse effect on our business, financial condition, results of operations or liquidity. Regardless of the outcome, litigation can have an adverse impact on us because of defense costs, diversion of management resources and other factors. In addition, it is possible that an unfavorable resolution of one or more such proceedings could in the future materially and adversely affect our business, financial condition, results of operations or liquidity in a particular period. For further information on the risks we face from existing and future claims, suits, investigations and proceedings, see "Risk Factors" in Part I, Item 1A in our Annual Report on Form 10-K for the fiscal year ended March 31, 2018.

### **Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended March 31, 2018, which factors could materially affect our business, financial condition, liquidity or future results. The risks described in our reports on Forms 10-K and 10-Q are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, liquidity or future results.

**Item 6. Exhibits**

| Exhibit Number | Exhibit Description  | Incorporated by Reference |           |         |             | Filed or Furnished Herewith |
|----------------|--|---------------------------|-----------|---------|-------------|-----------------------------|
|                |  | Form                      | File No.  | Exhibit | Filing Date |                             |
| 10.1#          | <a href="#">1996 Equity Participation Plan of Viasat, Inc. (As Amended and Restated Effective September 6, 2018)</a>   | 8-K                       | 000-21767 | 10.1    | 09/10/2018  |                             |
| 10.2           | <a href="#">Fourth Amendment to Credit Agreement, dated as of July 17, 2018, by and among Viasat Technologies Limited, Viasat, Inc., JPMorgan Chase Bank, National Association (as Ex-Im Facility Agent) and the Export-Import Bank of the United States</a> | 8-K                       | 000-21767 | 10.1    | 07/23/2018  |                             |
| 31.1           | <a href="#">Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>   |                           |           |         |             | X                           |
| 31.2           | <a href="#">Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>   |                           |           |         |             | X                           |
| 32.1           | <a href="#">Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>  |                           |           |         |             | X                           |
| 101.INS        | XBRL Instance Document   |                           |           |         |             | X                           |
| 101.SCH        | XBRL Taxonomy Extension Schema   |                           |           |         |             | X                           |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase   |                           |           |         |             | X                           |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase  |                           |           |         |             | X                           |
| 101.LAB        | XBRL Taxonomy Extension Labels Linkbase  |                           |           |         |             | X                           |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase  |                           |           |         |             | X                           |

# Indicates management contract, compensatory plan or arrangement



## 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, thereunto duly authorized.

November 6, 2018

VIASAT, INC.

/s/ MARK DANKBERG

Mark Dankberg  
Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)

/s/ SHAWN DUFFY

Shawn Duffy  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT  
TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark Dankberg, Chief Executive Officer of Viasat, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Viasat, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2018

/s/ MARK DANKBERG

Mark Dankberg

Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT  
TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Shawn Duffy, Chief Financial Officer of Viasat, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Viasat, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2018

/s/ SHAWN DUFFY

Shawn Duffy

Chief Financial Officer

## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Viasat, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

- (a) the accompanying quarterly report on Form 10-Q of the Company for the quarterly period ended September 30, 2018 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2018

/s/ MARK DANKBERG

Mark Dankberg  
Chief Executive Officer

## CERTIFICATION OF CHIEF FINANCIAL OFFICER

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Viasat, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

- (a) the accompanying quarterly report on Form 10-Q of the Company for the quarterly period ended September 30, 2018 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2018

/s/ SHAWN DUFFY

Shawn Duffy  
Chief Financial Officer