
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

VIASAT, INC.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

92552V100

(CUSIP Number)

Maxime Donneau
Triton LuxTopHolding SARL, 1-3 Boulevard de la Foire
Luxembourg, N4, L-1528
352 26 86 87 30

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

02/10/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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

SCHEDULE 13D

CUSIP No. 92552V100

Name of reporting person

1

Triton LuxTopHolding SARL

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 LUXEMBOURG

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

Owned by

8

4,795,334.00

Each Reporting Person

9

Sole Dispositive Power

With:

0.00

Shared Dispositive Power

10

4,795,334.00

Aggregate amount beneficially owned by each reporting person

11 4,795,334.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 3.71 %

Type of Reporting Person (See Instructions)

14 OO

Comment for Type of Reporting Person: Calculated based on 129,119,989 shares of Common Stock outstanding as of January 24, 2025, as disclosed by Viasat, Inc. (the "Issuer") in its Quarterly Report on Form 10-Q (the "Form 10-Q") filed with the Securities and Exchange Commission (the "SEC") on February 10, 2025.

SCHEDULE 13D

CUSIP No. 92552V100

Name of reporting person

1 Apax IX GP Co. Limited

Check the appropriate box if a member of a Group (See Instructions)

2 (a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization

GUERNSEY

Sole Voting Power

7

Number of
Shares

0.00

Shared Voting Power

Beneficially

8

Owned by

4,795,334.00

Each

Sole Dispositive Power

Reporting

9

Person

0.00

With:

Shared Dispositive Power

10

4,795,334.00

Aggregate amount beneficially owned by each reporting person

11

4,795,334.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

3.71 %

Type of Reporting Person (See Instructions)

14

OO

Comment for Type of Reporting Person: Calculated based on 129,119,989 shares of Common Stock outstanding as of January 24, 2025, as disclosed by the Issuer in its Form 10-Q filed with the SEC on February 10, 2025.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, par value \$0.0001 per share

Name of Issuer:

(b)

VIASAT, INC.

Address of Issuer's Principal Executive Offices:

(c)

6155 El Camino Real, Carlsbad, CALIFORNIA , 92009.

Item 1 Comment: This Amendment No. 2 (this "Statement") amends and supplements the Schedule 13D, originally filed on June 9, 2023, as amended (the "Schedule 13D") relating to the Common Stock of the Issuer. Except as set forth herein, the Schedule 13D remains in full force and effect. Each capitalized term used but not defined herein has the meaning ascribed to such term in the Schedule 13D.

Item 4. Purpose of Transaction

Rule 144 Sale On February 10, 2025, the Investor Sellers sold an aggregate of 11,250,000 shares of Common Stock in an unregistered block sale transaction pursuant to Rule 144 under the Securities Act of 1933, as amended, at a net price per share of \$9.00 (the "Block Sale"). The Reporting Persons sold an aggregate of 3,750,000 shares of Common Stock pursuant to the Block Sale. The Block Sale was consummated as part of the Reporting Person's normal course evaluation of its investment. The Reporting Person intends to monitor and evaluate its investment on an ongoing basis and expects to regularly review and consider alternative ways of maximizing its return on such investment. Subject to market conditions, valuations, regulatory approvals and any other approvals, the Reporting Person may acquire additional securities of the Issuer or dispose of any or all securities of the Issuer in open market transactions, privately negotiated transactions or otherwise.

Item 5. Interest in Securities of the Issuer

(a)

The responses to Item 11 and Item 13 on each of the cover pages of this Statement are incorporated herein by reference. After giving effect to closing of the Block Sale, Triton LuxTop directly holds 4,795,334 shares of Common Stock. The shareholders of Triton LuxTop are Triton Lux EquityCo SARL and Connect Syndication L.P. Apax IX, in

its capacity as ultimate general partner of the Apax IX Fund, is the sole shareholder of Triton Lux EquityCo SARL. Apax IX is also the sole shareholder of Connect Syndication GP Co. Limited, the General Partner of Connect Syndication L.P. Apax IX is the investment manager of each of Apax IX EUR L.P., Apax IX EUR Co-Investment L.P., Apax IX USD L.P. and Apax IX USD Co-Investment L.P. (together the "Apax IX Fund") and is controlled by a board of directors consisting of Elizabeth Burne, Simon Cresswell, Andrew Guille, Martin Halusa, Paul Meader and Jeremy Latham. As a result of the Coordination Agreement described in Item 6, the Investor Sellers may be deemed to be members of a "group" within the meaning of Section 13(d)(3) of the Act. After giving effect to the Block Sale, such "group" would beneficially own an aggregate of 22,931,334 shares of Common Stock, representing 17.76% shares of Common Stock outstanding as of January 24, 2025, based on information provided by the Issuer. The securities reported herein by the Reporting Persons do not include any Common Stock beneficially owned by the other parties to the Stockholders Agreement or the Coordination Agreement not included as Reporting Persons on this Statement (the "Other Shares" and "Other Parties," respectively). The Other Parties have been notified that they may need to file separate beneficial ownership reports with the SEC related to their beneficial ownership of the Other Shares and membership in the "group" described herein. Neither the filing of this Statement nor any of its contents, however, shall be deemed to constitute an admission by the Reporting Persons that any of them is the beneficial owner of any of Other Shares for purposes of Section 13(d) of the Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

(b) The information set forth in Items 7-10 of the cover pages of this Statement are incorporated by reference into this Item 5(b).

(c) The information set forth in Item 4 above is incorporated by reference into this Item 5(c). Pursuant to the Block Sale and the Coordination Agreement among Triton LuxTop and the Other Parties thereto, the Reporting Persons collectively sold 3,750,000 shares of Common Stock in the Block Sale for \$9.00 per share. The Reporting Persons have not otherwise transacted in the Issuer's securities within the prior 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
The information set forth in Item 5 of this Statement is herein incorporated to the Schedule 13D.

SIGNATURE

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

Triton LuxTopHolding SARL

Signature: /s/ Maxime Donneau, /s/ Gonzague de Lhoneux
Name/Title: Maxime Donneau / Class A Manager, Gonzague de Lhoneux / Class B Manager
Date: 02/12/2025

Apax IX GP Co. Limited

Signature: /s/ Simon Cresswell
Name/Title: Simon Cresswell / Director
Date: 02/12/2025