

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ViaSat, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

33-0174996
(I.R.S. Employer
Identification Number)

**6155 El Camino Real
Carlsbad, California 92009**
(Address, including zip code, of Registrant's principal executive offices)

The ViaSat, Inc. Employee Stock Purchase Plan
(Full Title of the Plan)

Gregory D. Monahan
Vice President, General Counsel and Secretary
ViaSat, Inc.
6155 El Camino Real
Carlsbad, California 92009
(760) 476-2200

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code for Agent for Service)

Copies to:

Thomas A. Edwards, Esq.
Craig M. Garner, Esq.
Latham & Watkins LLP
600 West Broadway, Suite 1800
San Diego, California 92101
(619) 236-1234

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Maximum Amount of Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value	500,000(1) (2)	\$ 12,780,000(3)	\$ 12,780,000(3)	\$ 1,367,46

- Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock .
- Covers 500,000 additional shares of common stock available for issuance under The ViaSat, Inc. Employee Stock Purchase Plan (the "Purchase Plan"), pursuant to an amendment of the Purchase Plan approved by the stockholders of the Registrant on September 9, 2005. The Purchase Plan authorizes the issuance of a maximum of 1,500,000 shares of common stock. However, the offer and sale of 1,000,000 shares of common stock, which have been or may be issued under the Purchase Plan, have previously been registered pursuant to Form S-8 Registration Statement Nos. 333-21113 and 333-40396.
- This estimate is made pursuant to Rule 457(h) solely for purposes of calculating the registration fee, and is based on the average of the high and low prices for the Registrant's common stock as reported on the Nasdaq National Market on January 25, 2006.

Proposed sales to take place as soon after the effective date of this Registration Statement as awards granted under the above-named plan are granted, exercised and/or distributed.



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EXPLANATORY NOTE

This Registration Statement on Form S-8 registers the offer and sale of an additional 500,000 shares of common stock of ViaSat, Inc. for issuance under The ViaSat, Inc. Employee Stock Purchase Plan. In accordance with Instruction E to Form S-8, the contents of the prior Registration Statements, File Nos. 333-21113 and 333-40396, are hereby incorporated by reference.

Item 3. Incorporation of Documents by Reference.

The Securities and Exchange Commission (the "Commission") allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this Registration Statement, and information that we file later with the Commission will automatically update and supersede this information. We incorporate by reference the following documents we have filed, or may file, with the Commission:

- (1) Our Annual Report on Form 10-K for the fiscal year ended April 1, 2005, filed by us with the Commission on June 10, 2005.
- (2) Our Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, filed by us with the Commission on November 7, 2005.
- (3) Our Current Reports on Form 8-K filed with the Commission on November 22, 2005, May 13, 2005 and May 12, 2005.
- (4) The description of our common stock contained in our Registration Statement on Form 8-A filed by us with the Commission on November 20, 1996, under Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities covered hereby then remaining unsold are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement. Under no circumstances will any information filed under former items 9 or 12 of Form 8-K or current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

The following are the exhibits required by Item 601 of Regulation S-K:

<u>Exhibit Number</u>	
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of PricewaterhouseCoopers LLP, an independent registered public accounting firm.
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page of this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California, on this January 30, 2006.

VIA SAT, INC.

By: /s/ Ronald G. Wangerin

Name: Ronald G. Wangerin

Title: Vice President, CFO

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mark D. Dankberg and Ronald G. Wangerin, and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark D. Dankberg</u> Mark D. Dankberg	Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>	January 30, 2006
<u>/s/ Ronald G. Wangerin</u> Ronald G. Wangerin	Vice President, Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	January 30, 2006
<u>/s/ Robert W. Johnson</u> Robert W. Johnson	Director	January 30, 2006
<u>/s/ Jeffrey M. Nash</u> Jeffrey M. Nash	Director	January 30, 2006
<u>/s/ B. Allen Lay</u> B. Allen Lay	Director	January 30, 2006
<u>/s/ Michael B. Targoff</u> Michael B. Targoff	Director	January 30, 2006
<u>/s/ John P. Stenbit</u> John P. Stenbit	Director	January 30, 2006
<u>/s/ Harvey P. White</u> Harvey P. White	Director	January 30, 2006

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OPINION OF LATHAM & WATKINS LLP

January 30, 2006

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

In connection with the registration by ViaSat, Inc., a Delaware corporation (the "Company"), of 500,000 shares of common stock of the Company, par value \$0.0001 per share (the "Shares"), issuable under The ViaSat, Inc. Employee Stock Purchase Plan (the "Purchase Plan"), under the Securities Act of 1933, as amended, on Form S-8 filed with the Securities and Exchange Commission on January 30, 2006 (the "Registration Statement"), you have requested our opinion set forth below.

In our capacity as your special counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares, and for the purposes of this opinion, have assumed such proceedings will be timely completed in the manner contemplated by the Purchase Plan. In addition, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter.

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

Subject to the foregoing, it is our opinion that, as of the date hereof, the Shares have been duly authorized by all necessary corporate action of the Company, and, upon issuance, delivery and payment therefor in the manner contemplated by the Purchase Plan, will be validly issued, fully paid and nonassessable.

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

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 9, 2005 relating to the financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, of ViaSat, Inc., which appears in ViaSat Inc.'s Annual Report on Form 10-K for the year ended April 1, 2005.

/s/ PricewaterhouseCoopers LLP

San Diego, California
January 30, 2006