
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)

Jeff Davis
Chief Legal & Corporate Affairs Officer, 160 Front Street West, Suite 3200
Toronto, Ontario, Z4, M5J0G4
(416) 228-5900

(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

ONTARIO TEACHERS PENSION PLAN BOARD

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 ONTARIO, CANADA

Sole Voting Power

7

Number of Shares Beneficially Owned by Each Reporting Person With:

0.00

Shared Voting Power

8

4,795,334.00

Sole Dispositive Power

9

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: The percentage beneficial ownership set forth in response to Item 11 above is 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 filed with the Securities and Exchange Commission (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 and supplemented by Amendment No. 1 filed on August 14, 2024 (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 2. Identity and Background

(c) The Reporting Person's principal business is administering, investing and managing the pension funds of active and retired teachers in Ontario, Canada. The name, business address, present principal occupation and citizenship of each

director and executive officer of the Reporting Person are set forth on Schedule A, respectively.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is amended to add the following: Rule 144 Sale On February 10, 2025, certain of 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 Person 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

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, the Reporting Person directly holds 4,795,334 shares of Common Stock. As a result of the Coordination Agreement previously 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 Exchange Act. 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 Person 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 Person that it 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.

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

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 the Reporting Person and the Other Parties, the Reporting Person collectively sold 3,750,000 shares of Common Stock in the Block Sale for \$9.00 per share. The Reporting Person has not otherwise transacted in the Issuer's securities within the prior 60 days.

(c) OTPP has ceased to be the beneficial owner of more than five percent of the Common Stock as of February 10, 2025, but remains a member of a group that collectively beneficially owns 17.76% of shares outstanding.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information set forth in Items 4 and 5 of this Statement is herein incorporated to the Schedule 13D.

Item 7. Material to be Filed as Exhibits.

Schedule A

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.

ONTARIO TEACHERS PENSION PLAN BOARD

Signature: /s/ Jonathan Law

Name/Title: Jonathan Law / Managing Director, Corporate & Investments Compliance

Date: 02/12/2025

Schedule A

Board of Directors

| <u>Name</u> | <u>Business Address</u> | <u>Principal Occupation or Employment</u> | <u>Citizenship</u> |
|----------------------------|--|---|--------------------|
| Cindy Lou Forbes | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Board Member | Canadian |
| Cathryn Elizabeth Cranston | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Board Member | Canadian |
| Steven Robert McGirr | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Board Member | Canadian |
| Melville George Lewis | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Board Member | Canadian |
| Gene Lewis | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Board Member | Canadian |
| Monika Federau | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Board Member | Canadian |
| Deborah Stein | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Board Member | Canadian |
| Timothy Hodgson | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Board Member | Canadian |
| Thomas Wellner | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Board Member | Canadian |
| Martine Irman | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Board Member | Canadian |
| Jaqui Parchment | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Board Member | Canadian |

Executive Officers

| <u>Name</u> | <u>Business Address</u> | <u>Principal Occupation or Employment</u> | <u>Citizenship</u> |
|----------------------------------|--|---|--------------------|
| Gillian Margaret BoydBrown | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Chief Investment Officer, Public and Private Investments | Canadian |
| William Dale Burgess | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Executive Managing Director, Infrastructure & Natural Resources | Canadian |
| Jeffrey Michael Davis | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Chief Legal & Corporate Affairs Officer | Canadian |
| Stephen Frederick James McLennan | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Chief Investment Officer, Asset Allocation | Canadian |
| Mabel Wong | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Chief Financial Officer | Canadian |
| Olivia Penelope Steedman | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Executive Managing Director, Teachers' Venture Growth | Canadian |
| Andrew Jonathan Mark Taylor | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | President & Chief Executive Officer | United Kingdom |
| Beth Ellen Tyndall | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Chief People Officer | Canadian |
| Kathryn Ruth Fric | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Chief Risk Officer | Canadian |
| Nicolas Jansa | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Executive Managing Director, Europe, the Middle East and Africa | United Kingdom |
| Sharon Lynn Chilcott | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Chief of Staff | Canadian |
| Jonathan Hausman | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Chief Strategy Officer | Canadian |
| Charley Butler | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Chief Pension Officer | United Kingdom |
| Romeo Leemrijse | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Executive Managing Director, Equities | Canadian |
| Stephen Saldanha | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Executive Managing Director, Total Fund Management | Canadian |
| Bernard Luis Grzinic | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Executive Managing Director, Capital Markets | Canadian |
| Pierre Cherki | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Executive Managing Director, Real Estate | Canadian |
| Bruce Ross Crane | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Executive Managing Director, Asia Pacific | American |
| Kevin Kerr | 160 Front Street West, Suite 3200, Toronto, ON M5J 0G4 | Executive Managing Director, Portfolio Solutions | Canadian |