
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 16, 2007

ViaSat, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

0-21767
(Commission File No.)

33-0174996
(I.R.S. Employer
Identification No.)

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

Registrant's telephone number, including area code: **(760) 476-2200**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02. Unregistered Sales of Equity Securities

On February 16, 2007, ViaSat, Inc., a Delaware corporation (“**ViaSat**”), entered into an Agreement and Plan of Merger and Reorganization (the “**Merger Agreement**”) by and among ViaSat, ICT Merger Company, a Delaware corporation and a wholly-owned subsidiary of ViaSat (“**Merger Sub**”), Intelligent Compression Technologies, Inc., a Delaware corporation (“**ICT**”), and certain stockholders of ICT (the “**ICT Stockholders**”), pursuant to which on February 16, 2007 Merger Sub merged with and into ICT (the “**Merger**”) and ICT survived the Merger as a wholly-owned subsidiary of ViaSat. Under the terms of the Merger Agreement, the closing consideration was approximately \$20.4 million plus an earn-out provision of up to approximately \$34.3 million of additional consideration. The initial \$20.4 million of consideration was paid by ViaSat at the closing in the form of 416,727 shares of ViaSat common stock (the “**Closing Shares**”) and cash in the amount of approximately \$6.5 million. The payment of the earn-out consideration will be based on ICT achieving certain earnings performance over certain 12-month periods during the two years following closing (as well as projected earnings performance for the one-year period thereafter). No portion of the earn-out is guaranteed. The earn-out consideration, if earned, is payable after the 12-month period in which ICT achieves the specified earnings performance. The earn-out, if any, may be paid by ViaSat, in its sole discretion, in shares of ViaSat common stock (the “**Earn-out Shares**”) (valued based on a 20-day closing average prior to issuance) or cash, or a combination thereof.

ViaSat has agreed to file registration statements with the Securities and Exchange Commission registering the Closing Shares and the Earn-out Shares, if any, for resale. In addition, to the extent that the value of the Closing Shares issued to ICT Stockholders at the time of the effectiveness of the resale registration statement (the “**Registration Date**”) is less than the ninety-five percent (95%) of the value of the Closing Shares at issuance, ViaSat has agreed to transfer to the ICT Stockholders additional cash and/or shares of ViaSat common stock to cover such difference (i.e., the difference between the value of the Closing Shares on the Registration Date and 95% of the value of the Closing Shares at issuance) (the “**Share Obligation**”). Likewise, to the extent that the value of the Closing Shares issued to ICT Stockholders on the Registration Date is greater than one hundred five percent (105%) of the value of the Closing Shares at issuance, the ICT Stockholders have agreed to return to ViaSat for cancellation the number of shares of ViaSat common stock to cover such difference (i.e., the difference between the value of the Closing Shares on the Registration Date and 105% of the value of the Closing Shares at issuance) (the “**Share Cancellation Rights**”). In addition, the Earn-out Shares, if any, at the time of issuance shall be subject to the Share Obligation and Share Cancellation Rights described in this paragraph.

The issuance of ViaSat common stock pursuant to the Merger Agreement is exempt from the registration requirements of the Securities Act of 1933 pursuant to Section 4(2) thereof and Regulation D promulgated thereunder, based upon representations that ViaSat has obtained from each ICT Stockholder receiving such shares that the ICT Stockholder is an “accredited investor” as such term is defined in Rule 501(a) of Regulation D.

A copy of the press release announcing the acquisition of ICT is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press release issued by ViaSat, Inc. on February 20, 2007.

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 hereunto duly authorized.

VIASAT, INC.

Date: February 20, 2007

By: /s/ Richard Baldrige

Name: Richard Baldrige

Title: President and Chief Operating Officer

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Press release issued by ViaSat, Inc. on February 20, 2007.

ViaSat Acquires Intelligent Compression Technologies

IP data acceleration technologies will complement ViaSat networking products

Carlsbad, CA — February 20, 2007 — ViaSat Inc. (Nasdaq:VSAT), a producer of innovative satellite and other wireless communication products that enable fast, secure, and efficient communications to any location, has acquired privately-held Intelligent Compression Technologies Inc. (ICT). ICT provides corporations, internet service providers (ISPs), and satellite/wireless carriers with patented data compression techniques, advanced transport protocols, and application optimization to substantially increase the speeds of either narrowband or broadband terrestrial, wireless, or satellite services.

Terms of the transaction include an initial purchase price of approximately \$20 million (comprised of approximately \$6.5 million of cash and approximately 416,727 shares of ViaSat common stock) and additional consideration of up to \$34.3 million to be paid in cash and/or stock based on ICT meeting certain financial performance targets over the next two years. The acquisition is expected to have no material impact to ViaSat non-GAAP (pro forma) earnings during the next twelve months. However, ViaSat has not completed its valuation analysis and, accordingly, has not determined the impact to GAAP earnings.

“This acquisition complements virtually all of our satellite and data link networks with leading edge compression and acceleration technologies,” said Mark Dankberg, ViaSat chairman and CEO. “We’ve found that the ICT Accelenet family of products substantially speeds web browsing and accelerates leading office applications, while simultaneously reducing network congestion. These benefits can extend to any of our consumer, enterprise, or government customers.”

“ViaSat has a technology and business culture where our business and people can thrive, and there are many opportunities for us to successfully grow our business while also applying our talents to give ViaSat products an additional advantage in the marketplace,” said Michael Slygh, president of ICT.

Intelligent Compression Technologies is a privately-held company based in Quincy, Massachusetts. ICT began as a supplier of data compression software which was embedded into software products of licensees including industry leading tier one software and solution providers for accelerating traffic over wired and wireless networks. The company’s primary product, AcceleNet™, is a WAN/wireless data acceleration product that optimizes Web and email applications over slow or long-latency data links.

—more—

About ViaSat (www.viasat.com)

ViaSat produces innovative satellite and other communication products that enable fast, secure, and efficient communications to any location. The Company provides networking products and managed network services for enterprise IP applications; is a key supplier of network-centric military communications and encryption technologies to the U.S. government; and is the primary technology partner for gateway and customer-premises equipment for consumer and mobile satellite broadband services. The company's three wholly owned subsidiaries, US Monolithics, Efficient Channel Coding, and Enerdyne Technologies Inc., design and produce complementary products such as monolithic microwave integrated circuits, DVB-S2 satellite communication components, and video data link systems. ViaSat has locations in Carlsbad, CA, and Duluth, GA, along with its Comsat Laboratories division in Germantown, MD. Additional field offices are located in Boston, MA, Baltimore, MD, Washington DC, Australia, China, India, Italy, and Spain.

Safe Harbor Statement

Portions of this release, particularly statements about the performance and deliveries of ViaSat products and technology, may contain forward-looking statements regarding future events and are subject to risks and uncertainties. ViaSat wishes to caution you that there are some factors that could cause actual results to differ materially, including but not limited to: contractual problems, product defects, manufacturing issues or delays, regulatory issues, technologies not being developed according to anticipated schedules, or that do not perform according to expectations; and increased competition and other factors affecting the telecommunications industry generally. The Company refers you to the documents it files from time to time with the Securities and Exchange Commission, specifically the section titled Risk Factors in the Company's Form 10-K, which contain and identify other important factors that could cause actual results to differ materially from those contained in our projections or forward-looking statements. Stockholders and other readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statements.

Comsat Labs and Comsat Laboratories are tradenames of ViaSat, Inc. Neither Comsat Labs nor Comsat Laboratories is affiliated with COMSAT Corporation. "Comsat" is a registered trademark of COMSAT Corporation. All additional products are trademarks of their respective owners.