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**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): June 20, 2006**

**ViaSat, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**0-21767**

**33-0174996**

(State or Other Jurisdiction of  
Incorporation)

(Commission File No.)

(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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## **TABLE OF CONTENTS**

[Item 3.02. Unregistered Sales of Equity Securities](#)

[Item 9.01. Financial Statements and Exhibits.](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[EXHIBIT 99.1](#)

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### Item 3.02. Unregistered Sales of Equity Securities

On June 20, 2006, ViaSat, Inc., a Delaware corporation (“**ViaSat**”), entered into an Agreement and Plan of Merger and Reorganization (the “**Merger Agreement**”) by and among ViaSat, ETI Merger Company, a Delaware corporation and a wholly-owned subsidiary of ViaSat (“**Merger Sub**”), Enerdyne Technologies, Inc., a Delaware corporation (“**Enerdyne**”), HPLX Funding, LLC, a Delaware limited liability company and the sole preferred stockholder of Enerdyne (“**HPLX**”), and Brandon L. Nixon, Steven H. Gardner, Paul P. Wickman and Michael B. Kulinski, each an individual and a common stockholder of Enerdyne (Messrs. Nixon, Gardner, Wickman and Kulinski together, the “**Enerdyne Common Stockholders**”), pursuant to which on June 20, 2006 Merger Sub merged with and into Enerdyne (the “**Merger**”) and Enerdyne survived the Merger as a wholly-owned subsidiary of ViaSat. Under the terms of the Merger Agreement, the closing consideration was approximately \$17.0 million (excluding transaction expenses and a working capital adjustment payment) plus an earn-out provision for up to approximately \$8.7 million of additional consideration. The initial \$17.0 million of consideration was paid by ViaSat to HPLX and the Enerdyne Common Stockholders at the closing in the form of 647,049 shares of ViaSat common stock (the “**Closing Shares**”) and cash in the amount of approximately \$637,000. The payment of the earn-out consideration will be based on Enerdyne achieving certain earnings performance in any fiscal year up to and including ViaSat’s 2010 fiscal year (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 fiscal year in which Enerdyne achieves the specified earnings performance. The earn-out, if any, will be paid by ViaSat in shares of ViaSat common stock (the “**Earn-out Shares**”), valued based on a 20-day closing average prior to issuance, unless the closing average is at or below \$23.00 per share, in which case ViaSat may elect to pay some or all of the earn-out in cash.

ViaSat has agreed to file registration statements with the Securities and Exchange Commission registering the Closing Shares, the Make Whole Shares, and the Earn-out Shares, if any, for resale. In addition, to the extent that the value of the Closing Shares issued to HPLX, together with the amount of any proceeds from the sale of such shares within forty-five (45) days after the effectiveness of the initial resale registration statement, is less than the value of the Closing Shares at issuance, ViaSat has agreed to transfer to HPLX up to 71,967 additional shares of ViaSat common stock to cover such difference. Likewise, to the extent that the value of the Closing Shares issued to HPLX, together with the amount of any proceeds from the sale of such shares within forty-five (45) days after the effectiveness of the initial resale registration statement, is greater than the value of the Closing Shares at issuance, HPLX has agreed to return to ViaSat for cancellation up to 71,967 shares of ViaSat common stock to cover such difference. In the case of the Enerdyne Common Stockholders (who have agreed not to sell any Closing Shares prior to the later of (a) thirty (30) days after the closing date or (b) the effective date of the initial resale registration statement (the “**Make Whole Deadline**”), to the extent that the value of the Closing Shares on the Make Whole Deadline is less than eighty percent (80%) of the value of the Closing Shares at issuance, ViaSat has agreed to transfer to the Enerdyne Common Stockholders up to 25,088 additional shares of ViaSat common stock (together with the 71,967 ViaSat shares of common stock referenced above, the “**Make Whole Shares**”) to cover such difference (i.e., the difference between the value of the Closing Shares on the Make Whole Deadline and 80% of the value of the Closing Shares at issuance); and to the extent that the value of the Closing Shares on the Make Whole Deadline is greater than one hundred twenty percent (120%) of the value of the Closing Shares at issuance, the Enerdyne Common Stockholders have agreed to return to ViaSat for cancellation up to 25,088 shares of ViaSat common stock to cover such difference (i.e., the difference between the value of the Closing Shares on the Make Whole Deadline and 120% of the value of the Closing Shares at issuance).

The issuance of 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 Enerdyne stockholder receiving such shares that the 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 Enerdyne is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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[Table of Contents](#)

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit  
Number

Description of Exhibit

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99.1	Press release issued by ViaSat, Inc. on June 21, 2006
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**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: June 23, 2006

By: /s/ Richard Baldrige

Name: Richard Baldrige

Title: President and Chief Operating Officer

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**EXHIBIT INDEX**

Exhibit  
Number

Description of Exhibit

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99.1 Press release issued by ViaSat, Inc. on June 21, 2006

**ViaSat Acquires Enerdyne Technologies Inc.***Acquisition Expands ViaSat Technology and Products In Growing Markets for Video Data Links*

**Carlsbad, CA** — June 21, 2006 — ViaSat Inc. (Nasdaq: VSAT), a satellite and wireless communication technology provider to government and commercial markets, has acquired Enerdyne Technologies Inc., a privately-held provider of innovative video data link equipment and digital video systems for defense and intelligence markets, primarily for unmanned aerial vehicle (UAV) applications. The acquisition will combine ViaSat expertise and technology with Enerdyne's successful video data link business to expand ViaSat's offerings into growing Department of Defense (DoD) markets for persistent video surveillance and video data links.

Terms of the acquisition include initial consideration of approximately \$17.0 million (approximately \$16.4 million in ViaSat common stock and \$600,000 in cash) with additional consideration of approximately \$8.7 million to be paid in common stock and/or cash based on Enerdyne meeting certain financial performance targets within the next four years. In the first year, the acquisition is expected to be non-dilutive to non-GAAP earnings, which excludes the effects of acquisition charges related to the amortization of intangible assets and the expense impact associated with FAS123R, for ViaSat. However, ViaSat has not completed its valuation analysis and, accordingly, has not determined the impact to GAAP earnings.

"Enerdyne has strong leadership and an excellent technical staff that has built a successful business by innovating new products and services to help solve complex defense intelligence issues. We are really excited about adding the capabilities of that team to ViaSat," said Mark Dankberg, ViaSat chairman and CEO. "The acquisition represents a unique opportunity to complement their products with our technology and deliver additional video products to our defense clients."

"We've worked hard to develop the kind of video data links that our armed forces need, and with ViaSat as our corporate parent, we feel confident that we now have the market presence and backing required to satisfy the demand for this equipment," said Brandon Nixon, Enerdyne CEO. "We're thrilled to become part of a company with ViaSat's capability and reputation."

Since its inception in 1984, Enerdyne ([www.enerdyne.com](http://www.enerdyne.com)) has provided military-qualified video compression systems for intelligence, surveillance, and reconnaissance (ISR) applications. In recent years, Enerdyne has expanded its product offering to provide highly integrated video data link equipment for the Special Operations Forces and Intelligence (SOF/I) market, the UAV industry, and other DoD applications. The EnerlinksII™ video data link simultaneously transmits video, data, and audio from multiple sensor sources with high bandwidth efficiency and outstanding link performance. Its size, weight and power consumption make this system especially well matched for Tier II UAV applications. EnerlinksII is network ready and disseminates and manages ISR content over any IP network using the EnerView™ client software. Enerdyne products are ideally suited for the net-centric warfare concept of today's military, in which the dissemination of video and other imagery to ground vehicles, foot soldiers, or air platforms is a critical requirement.

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Enerdyne government programs include contracts directly with the Department of Defense and other subcontracts with major U.S. defense companies such as Lockheed Martin, L3, and DRS, and international firms such as Tadiran and Rafael. Enerdyne employs 53 people and is based in El Cajon, California (east San Diego County).

**About ViaSat ([www.viasat.com](http://www.viasat.com))**

ViaSat produces innovative satellite and other wireless communication products that enable fast, secure, and efficient communications to any location. Products include satellite ground systems, information security devices, tactical communication radios, and communication simulators. The company's full line of satellite communication products includes VSAT systems for network access and infrastructure, and Ka-band satellite systems, from user terminals to large gateways. Along with its headquarters in Carlsbad, CA, ViaSat has divisions located in Duluth, GA, and Germantown, MD.

In addition to Enerdyne, the company has two other wholly-owned subsidiaries: US Monolithics, based in Chandler, AZ designs and produces monolithic microwave integrated circuits (MMICs) and modules for use in broadband communications for military and commercial applications; and Efficient Channel Coding, based in Cleveland, OH is an innovator in satellite communication components and systems, based on the new DVB-S2 standard, that increase the efficiency of today's advanced satellite, wireless, and wire-line communication systems.

**Safe Harbor Statement**

Portions of this release 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: difficulty in integrating the Enerdyne businesses and operations in an efficient and effective manner; challenges in achieving strategic objectives, cost savings and other benefits expected from the acquisition; the risk our markets do not evolve as anticipated and the technologies acquired do not prove to be those needed to be successful in those markets; the potential loss of key employees of the acquired businesses; the risk of diverting the attention of senior management from the operations of our business; the risks of potential disputes concerning indemnities and other obligations that could result in substantial costs and further divert management's attention and resources; contractual problems; regulatory issues; manufacturing issues; problems with suppliers and subcontractors; and technologies not being developed according to anticipated schedules, or that do not perform according to expectations. 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 2006 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 trade names of ViaSat Inc. Neither Comsat Labs nor Comsat Laboratories is affiliated with COMSAT Corporation. "Comsat" is a registered trademark of COMSAT Corporation.

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