SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Addres Dirks Bruce I	s of Reporting Perso	n*	2. Issuer Name and Ticker or Trading Symbol <u>VIASAT INC</u> [VSAT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 6155 EL CAMIN	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/17/2018	х	Officer (give title below) Senior Vice Pres	Other (specify below)		
(Street) CARLSBAD CA 92009 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than (Person	ting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)
\$.0001 par value common stock	11/17/2018		М		3,458	A	\$0.00	27 , 987 ⁽¹⁾	D	
\$.0001 par value common stock	11/19/2018		F ⁽²⁾		1,822	D	\$69.05	26,165	D	
\$.0001 par value common stock								830 ⁽³⁾	Ι	By 401(k)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Nun Deriva Securi Acquir or Dis of (D) 3, 4 an	tive ties red (A) posed (Instr.	Expiration Date (Month/Day/Year)		e Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
restricted stock unit	\$0.00	11/17/2018		М			750	(4)	(5)	common stock	750	\$0.00	0	D	
restricted stock unit	\$0.00	11/17/2018		М			1,250	(6)	(5)	common stock	1,250	\$0.00	1,250	D	
restricted stock unit	\$0.00	11/17/2018		М			1,458	(7)	(5)	common stock	1,458	\$0.00	2,916	D	
restricted stock unit	(8)	11/19/2018		A		5,833		(9)	(5)	common stock	5,833	\$0.00	5,833	D	

Explanation of Responses:

1. Includes 187 shares purchased under the Viasat Employee Stock Purchase Plan on June 29, 2018.

2. This entry represents the number of shares of Viasat, Inc. common stock withheld by the Issuer to satisfy the tax withholding obligation of the Reporting Person. These shares were not sold by the Reporting Person but were instead offset from the total number of vested shares received by the Reporting Person from the Issuer.

3. Includes 183 shares of common stock the reporting person acquired under the Viasat 401(k)Plan, since the date of the reporting person's last ownership report.

4. The original restricted stock unit grant was for 3,000 restricted stock units on 11/17/2014. Subject to the reporting persons election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1 for 1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary and 1/4 on the fourth anniversary of the grant date.

5. Until vested, the restricted stock unit shall be subject to forfeiture in the event of termination of employment or service with the Issuer.

6. The original restricted stock unit grant was for 5,000 restricted stock units on 11/17/2015. Subject to the reporting persons election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1 for 1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary and 1/4 on the fourth anniversary of the grant date.

7. The original restricted stock unit grant was for 5,833 restricted stock units on 11/17/2016. Subject to the reporting persons election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1 for 1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary and 1/4 on the fourth anniversary of the grant date.

8. Each restricted stock unit represents a contingent right to receive one share of Viasat, Inc. common stock.

9. Subject to the reporting person's election to defer the receipt of common stock, the units vest and convert into shares of common stock of the Issuer at a rate of 1/4 on the 13th month anniversary of the grant date; 1/4th on the second anniversary of the grant date; 1/4th on the third anniversary of the grant date and 1/4 on the fourth anniversary of the grant date.

Remarks:

Kathleen K. Hollenbeck, under

<u>, under</u> <u>11/20/2018</u>

Date

** Signature of Reporting Person

power of attorney

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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