

VIASAT INC
Form 8-K
September 20, 2012

UNITED STATES
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): September 20, 2012

ViaSat, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-21767
(Commission
File No.)

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

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**6155 El Camino Real
Carlsbad, California 92009**
(Address of Principal Executive Offices, Including Zip Code)

(760) 476-2200

(Registrant's Telephone Number, Including Area Code)

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:

- 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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the annual meeting of stockholders of ViaSat, Inc. held on September 20, 2012, ViaSat's stockholders approved an amendment to the 1996 Equity Participation Plan (as amended and restated effective September 20, 2012, the Restated Equity Plan), which increased the number of shares of common stock available for issuance under the 1996 Equity Participation Plan by 4.0 million shares, decreased the fungible share ratio used for purposes of counting full value awards granted under the Restated Equity Plan against the shares remaining available under the plan from 2.65:1 to 2:1, and made certain other changes which the Board of Directors of ViaSat believes will more closely align the terms of the Restated Equity Plan with best practices and stockholder interests.

The preceding description of the Restated Equity Plan does not purport to be complete and is qualified in its entirety by reference to the complete text of the Restated Equity Plan, which is filed as Exhibit 10.1 to this report and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the annual meeting of stockholders of ViaSat, Inc. held on September 20, 2012, ViaSat's stockholders voted on the following four proposals and cast their votes as follows:

Proposal 1: To elect Robert Johnson and John Stenbit to serve as Class I Directors.

| Nominee | For | Withheld | Broker Non-Votes |
|----------------|------------|----------|------------------|
| Robert Johnson | 35,422,361 | 895,675 | 3,891,661 |
| John Stenbit | 35,989,355 | 328,681 | 3,891,661 |

Proposal 2: To ratify the appointment of PricewaterhouseCoopers LLP as ViaSat's independent registered public accounting firm for the fiscal year ending March 29, 2013.

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 39,938,859 | 256,619 | 14,219 | 0 |

Proposal 3: To conduct an advisory vote on executive compensation.

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 35,639,664 | 388,913 | 289,459 | 3,891,661 |

Proposal 4: To approve an amendment to the 1996 Equity Participation Plan (described above).

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 34,151,391 | 2,134,108 | 32,537 | 3,891,661 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

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**Exhibit
Number**
10.1

Description of Exhibit
1996 Equity Participation Plan of ViaSat, Inc. (As Amended and Restated Effective September 20, 2012)

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.

Date: September 20, 2012

ViaSat, Inc.

By: /s/Paul Castor
Paul Castor
Associate General Counsel