

LAY B ALLEN  
Form 4  
October 04, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LAY B ALLEN

(Last) (First) (Middle)  
6155 EL CAMINO REAL  
(Street)  
CARLSBAD, CA 92009

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VIASAT INC [VSAT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
\$ .0001 par value common stock	10/01/2010		M	1,600 A	\$ 0 307,778	I	See footnote (1)
\$ .0001 par value common stock	10/01/2010		G <sup>(2)</sup>	1,600 D	\$ 0 307,778	I	See footnote (3)
\$ .0001 par value common stock	10/01/2010		G	1,600 A	\$ 0 307,778	I	See footnote (3)

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
restricted stock unit	\$ 0	10/01/2010		M	1,600	10/01/2010 <sup>(4)</sup>	common stock	1,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAY B ALLEN 6155 EL CAMINO REAL CARLSBAD, CA 92009		X		

## Signatures

Kathleen K. Hollenbeck, under power of attorney  
 Date: 10/04/2010  
 \*\*Signature of Reporting Person

## Explanation of Responses:

- \* 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).
- (1) 162,936 shares are held by Lay Ventures, L.P. Mr. Lay and his wife are general partners of Lay Ventures, L.P. In addition, Mr. Lay and his wife are the trustees of The Lay Living Trust which holds 114,442 shares. The Lay Living Trust owns a 2% interest in Lay Ventures, L.P. Mr. Lay and his wife are also trustees of The Lay Charitable Remainder Trust which holds 30,400 shares. Mr. Lay disclaims beneficial ownership of the shares held by Lay Ventures, L.P. except to the extent of his pecuniary interest therein.
- (2) Upon vesting, the restricted stock unit was transferred to The Lay Living Trust.
- (3) 161,336 shares are held by Lay Ventures, L.P. Mr. Lay and his wife are general partners of Lay Ventures, L.P. In addition, Mr. Lay and his wife are the trustees of The Lay Living Trust which holds 116,042 shares. The Lay Living Trust owns a 2% interest in Lay Ventures,

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L.P. Mr. Lay and his wife are also trustees of The Lay Charitable Remainder Trust which holds 30,400 shares. Mr. Lay disclaims beneficial ownership of the shares held by Lay Ventures, L.P. except to the extent of his pecuniary interest therein

- (4) Until vested, the restricted stock unit shall be subject to forfeiture in the event of termination of the directorship with the Issuer.
- (5) The restricted stock unit was granted to B. Allen Lay, a director of ViaSat, Inc. Mr. Lay transferred the restricted stock unit to Lay Ventures on October 1, 2009, immediately following the grant of the restricted stock unit.

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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