

VIASAT INC
Form 4
November 12, 2014

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 *
Duffy Shawn Lynn

(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)
11/10/2014

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)

Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
\$.0001 par value common stock	11/10/2014		M	3,500 A \$ 0	8,920	D	
\$.0001 par value common stock	11/10/2014		F ⁽¹⁾	1,313 D \$ 63.01	7,607 ⁽²⁾	D	
\$.0001 par value common stock					1,158 ⁽³⁾	I	By 401(k)

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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	11/10/2014		M	1,500	(4) (5)	common stock 1,500	\$ 0
restricted stock unit	\$ 0	11/10/2014		M	1,000	(6) (5)	common stock 1,000	\$ 0
restricted stock unit	\$ 0	11/10/2014		M	1,000	(7) (5)	common stock 1,000	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duffy Shawn Lynn 6155 EL CAMINO REAL CARLSBAD, CA 92009			Chief Financial Officer	

Signatures

Shawn L. Duffy 11/11/2014

**Signature of Reporting Person

Date

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) 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.

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(2) Includes 74 shares purchased under the ViaSat Employee Stock Purchase Plan ("ESPP") on June 30, 2014 and 65 shares purchased under the ESPP on December 31, 2013.

(3) Includes 168 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 6,000 restricted stock units on 11/12/2012. Subject to the reporting person's 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 4,000 restricted stock units on 11/10/2011. Subject to the reporting person's continued employment with the Issuer, the units vest and convert into shares of common stock (on a 1 for 1 basis) in four equal annual installments beginning on 11/10/2012.

(7) The original restricted stock unit grant was for 4,000 restricted stock units on 11/10/2010. Subject to the reporting person's continued employment with the Issuer, the units vest and convert into shares of common stock (on a 1 for 1 basis) in four equal annual installments beginning on 11/10/2011.

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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