

VIASAT INC  
Form 4  
September 09, 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 \*  
LAY B ALLEN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

6155 EL CAMINO REAL

09/08/2014

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CARLSBAD, CA 92009

(City) (State) (Zip)

**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)			
			Code	V	Amount	(A) or (D)	Price			
\$0.0001 Par Value Common Stock	09/08/2014		M		10,000	A	\$ 20.4	345,613	I	See Footnote (1)
\$0.0001 Par Value Common Stock	09/08/2014		S		10,000	D	\$ 57.39	335,613	I	See Footnote (3)
\$0.0001 Par Value Common Stock	09/08/2014		M		10,000	A	\$ 22	345,613	I	See Footnote (1)

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\$0.0001 Par Value Common Stock	09/08/2014	S	10,000	D	\$ 57.39 (2)	335,613	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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SEC 1474  
(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)	Amount or Number of Shares
stock option (right to buy)	\$ 20.4	09/08/2014		M	10,000	(4) 09/09/2014	common stock	10,000
stock option (right to buy)	\$ 22	09/08/2014		M	10,000	10/02/2009 10/02/2014	common stock	10,000

## 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  
09/09/2014

\_\_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) 196,026 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 trustess of The Lay Living Trust which holds 119,187 shares. The Lay Living Trust owns a 2% interest in Lay Ventures, L.P. Mr. Lay and his wife are also the 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 tp the extent of his pecuniary interest therein.

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$57.30 to \$57.44, inclusive. The reporting person undertakes to provide to ViaSat, Inc., any security holder of ViaSat, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) 186,026 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 trustess of The Lay Living Trust which holds 119,187 shares. The Lay Living Trust owns a 2% interest in Lay Ventures, L.P. Mr. Lay and his wife are also the 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 tp the extent of his pecuniary interest therein.

(4) The stock option became exercisable in three equal installments on each of September 9, 2005, 2006 and 2007.

(5) The stock option was granted to B. Allen Lay, a director of ViaSat, Inc. Mr. Lay transferred the stock option to Lay Ventures, L.P. on September 9, 2004, immediately following the grant of such stock options. Mr. Lay and his wife are the general partners of Lay Ventures, L.P. In addition, Mr. Lay and his wife are the trustees of The Lay Living Trust, which owns a 2% interest in Lay Ventures, L.P. Mr. Lay disclaims beneficial ownership of the stock options held by Lay Ventures, L.P. except to the extent of his pecuniary interest therein.

(6) The stock option was granted to B. Allen Lay, a director of ViaSat, Inc. Mr. Lay transferred the stock option to Lay Ventures, L.P. on October 2, 2008, immediately following the grant of such stock options. Mr. Lay and his wife are the general partners of Lay Ventures, L.P. In addition, Mr. Lay and his wife are the trustees of The Lay Living Trust, which owns a 2% interest in Lay Ventures, L.P. Mr. Lay disclaims beneficial ownership of the stock options held by Lay Ventures, L.P. except to the extent of his pecuniary interest therein.

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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