

Duffy Shawn Lynn  
 Form 4  
 November 14, 2012

**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

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)  
 6155 EL CAMINO REAL

3. Date of Earliest Transaction (Month/Day/Year)  
 11/12/2012

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

Chief Accounting Officer

(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   |  |   |
| \$.0001 par value common stock  | 11/12/2012                           |  | M                              |   | 3,000 A \$ 0  | 3,399  | D   |
| \$.0001 par value common stock  | 11/10/2012                           |  | F <sup>(1)</sup>               |   | 1,098 D \$ 36.3   | 2,301  | D   |
| \$.0001 par value common stock  |                                      |  |                                |   |   | 868  | 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 <sup>(2)</sup>                                    | 11/12/2012                           |  | M                              | 1,000   | <sup>(3)</sup> / <sup>(4)</sup>                          | common stock 1,000  | \$  |
| restricted stock unit                      | \$ 0 <sup>(2)</sup>                                    | 11/12/2012                           |  | M                              | 1,000   | <sup>(5)</sup> / <sup>(4)</sup>                          | common stock 1,000  | \$  |
| restricted stock unit                      | \$ 0 <sup>(2)</sup>                                    | 11/12/2012                           |  | M                              | 1,000   | <sup>(6)</sup> / <sup>(4)</sup>                          | common stock 1,000  | \$  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships   |
|---|---|
| Duffy Shawn Lynn<br>6155 EL CAMINO REAL<br>CARLSBAD, CA 92009 | Director 10% Owner Officer Chief Accounting Officer Other |

## Signatures

Shawn Duffy 11/14/2012

\*\*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) Each restricted stock unit represents a contingent right to receive one share of ViaSat, Inc. common stock.

The original restricted stock unit grant was for 4,000 restricted stock units on 11/10/2009. Subject to the reporting person's continued

- (3) employment with the Issuer, the units vested and converts into shares of common stock (on a 1 for 1 basis) in four equal annual installments beginning on 11/10/2010.

- (4) Until vested, the restricted stock unit shall be subject to forfeiture in the event of termination of employment or service with the issuer.

The original restricted stock unit grant was for 4,000 restricted stock units on 11/10/2010. Subject to the reporting person's continued

- (5) employment with the Issuer, the units vested and converts into shares of common stock (on a 1 for 1 basis) in four equal annual installments beginning on 11/10/2011.

The original restricted stock unit grant was for 4,000 restricted stock units on 11/10/2011. Subject to the reporting person's continued

- (6) employment with the Issuer, the units vested and converts into shares of common stock (on a 1 for 1 basis) in four equal annual installments beginning on 11/10/2012.

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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