

MILLER MARK J
Form 4
December 19, 2017

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 *
MILLER MARK J

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)
12/17/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(Street)
CARLSBAD, CA 92009

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.0001 par value common stock	12/17/2017		M		3,334	A	\$ 0
\$.0001 par value common stock	12/18/2017		F ⁽¹⁾		1,740	D	\$ 73.71
\$.0001 par value common stock	12/18/2017		G ⁽²⁾		1,594	D	\$ 0

\$.0001 par
value
common
stock

12/18/2017

G

1,594 A

\$ 0

301,615 ⁽³⁾

I

By Trust

\$.0001 par
value
common
stock

1,585 ⁽⁴⁾

I

By 401(k)

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 of Derivative Security (Instr. 3)			
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Underlying Security (Instr. 3)	
						Code	V	(A)	(D)		
restricted stock unit	\$ 0	12/17/2017		M	3,334	<u>(5)</u>	<u>(6)</u>	common stock	3,334	\$ 0	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MILLER MARK J
6155 EL CAMINO REAL
CARLSBAD, CA 92009

Executive Vice President

Signatures

Kathleen K. Hollenbeck, under power of attorney

12/19/2017

**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.

(2) The restricted stock unit was granted to Mark Miller, an employee of ViaSat, Inc. Upon vesting the shares were contributed to The Miller Family Trust.

(3) Includes 177 shares purchased under the ViaSat Employee Stock Purchase Plan ("ESPP") on 12/30/2016 and 233 shares purchased under the ESPP on 06/30/2017.

(4) Includes 171 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.

(5) The original restricted stock unit grant was for 13,333 restricted stock units on 11/17/2016. Subject to the reporting persons 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.

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

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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