VIASAT INC
Form 10-K/A
July 31, 2009

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

**Form 10-K/A**
**Amendment No. 1**

(Mark One)

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended April 3, 2009.**

**or**

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to .**

**Commission file number (0-21767)**

**VIASAT, INC.**

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Delaware** | **33-0174996** |
| *(State or other jurisdiction of incorporation or organization)* | *(I.R.S. Employer Identification No.)* |

**6155 El Camino Real, Carlsbad**
**California 92009**
**(760) 476-2200**

*(Address, including zip code, and telephone number, including area code, of principal executive offices)*

**Securities registered pursuant to Section 12(b) of the Act:**

| | |
|---|---|
| **Common Stock, par value $0.0001 per share** | **The NASDAQ Stock Market LLC** |
| *(Title of Each Class)* | *(Name of Each Exchange on which Registered)* |

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. o Yes þ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. o Yes þ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. þ Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). o Yes o No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|---|---|---|---|
| Large accelerated filer þ | Accelerated filer o | Non-accelerated filer o<br>(Do not check if a smaller reporting company) | Smaller reporting company o |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). o Yes þ No

The aggregate market value of the common stock held by non-affiliates of the registrant, as of October 3, 2008 was approximately $506,107,368 (based on the closing price on that date for shares of the registrant s common stock as reported by the Nasdaq Global Select Market). Shares of common stock held by each officer, director and holder of 5% or more of the outstanding common stock have been excluded in that such persons may be deemed affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of the registrant s common stock, $.0001 par value, as of July 23, 2009 was 31,597,200.

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## DOCUMENTS INCORPORATED BY REFERENCE
**None**

**Explanatory Note**

This Amendment No. 1 to the Annual Report of ViaSat, Inc. (ViaSat or the Company) on Form 10-K for the fiscal year ended April 3, 2009 (the 2009 Form 10-K) is filed to amend the following items in their entirety:

Item 10 (Directors, Executive Officers and Corporate Governance),

Item 11 (Executive Compensation),

Item 12 (Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters),

Item 13 (Certain Relationships and Related Transactions, and Director Independence),

Item 14 (Principal Accounting Fees and Services) and

Item 15 (Exhibits, Financial Statement Schedules).

This Amendment No. 1 does not reflect events occurring after May 28, 2009, the original filing date of the 2009 Form 10-K. Other than the items listed above, there are no other changes to the 2009 Form 10-K. All information contained in this Amendment No. 1 is subject to updating and supplementing as provided in ViaSat s reports filed with the Securities and Exchange Commission (the Commission) for periods subsequent to the date of the original filing of the 2009 Form 10-K.

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## PART III

### Item 10. *Directors, Executive Officers and Corporate Governance*

| Name | Age | Position with ViaSat |
|---|---|---|
| Mark D. Dankberg | 54 | Chairman and Chief Executive Officer |
| Richard A. Baldridge | 50 | President and Chief Operating Officer |
| H. Stephen Estes | 54 | Vice President Human Resources |
| Kevin J. Harkenrider | 53 | Vice President Operations |
| Steven R. Hart | 55 | Vice President and Chief Technical Officer |
| Keven K. Lippert | 36 | Vice President General Counsel and Secretary |
| Mark J. Miller | 49 | Vice President and Chief Technical Officer |
| Ronald G. Wangerin | 42 | Vice President and Chief Financial Officer |
| Robert W. Johnson | 59 | Director |
| B. Allen Lay | 74 | Director |
| Jeffrey M. Nash | 61 | Director |
| John P. Stenbit | 69 | Director |
| Michael B. Targoff | 65 | Director |
| Harvey P. White | 75 | Director |

*Mark D. Dankberg* is a founder of ViaSat and has served as Chairman of the Board and Chief Executive Officer of ViaSat since its inception in May 1986. Mr. Dankberg also serves as a director of TrellisWare Technologies, Inc., a privately-held subsidiary of ViaSat that develops advanced signal processing technologies for communication applications. Mr. Dankberg is a director and member of the audit committee of REMEC, Inc., which is now in dissolution. In addition, Mr. Dankberg serves on the advisory board of Minnetronix, Inc., a privately-held medical device and design company. Prior to founding ViaSat, he was Assistant Vice President of M/A-COM Linkabit, a manufacturer of satellite telecommunications equipment, from 1979 to 1986, and Communications Engineer for Rockwell International Corporation from 1977 to 1979. Mr. Dankberg holds B.S.E.E. and M.E.E. degrees from Rice University.

*Richard A. Baldridge* joined ViaSat in April 1999 as Vice President and Chief Financial Officer. From September 2000 to August 2002, Mr. Baldridge served as Executive Vice President, Chief Operating Officer and Chief Financial Officer. He currently serves as President and Chief Operating Officer of ViaSat. Prior to joining ViaSat, Mr. Baldridge served as Vice President and General Manager of Raytheon Corporation s Training Systems Division from January 1998 to April 1999. From June 1994 to December 1997, Mr. Baldridge served as Chief Operating Officer, Chief Financial Officer and Vice President Finance and Administration for Hughes Information Systems and Hughes Training Inc., prior to their acquisition by Raytheon in 1997. Mr. Baldridge s other experience includes various senior financial management roles with General Dynamics Corporation. Mr. Baldridge holds a B.S. degree in Business Administration, with an emphasis in Information Systems, from New Mexico State University.

*H. Stephen Estes* first became part of the ViaSat team with the acquisition of several commercial divisions of Scientific-Atlanta in April 2000. Mr. Estes served as Vice President and General Manager of the Antenna Systems group from 2000 to 2003. From 2003 to 2005, he served as a co-founder of an entrepreneurial startup. In September 2005, Mr. Estes rejoined ViaSat as Vice President Human Resources. Mr. Estes began his career as an electrical design engineer, moving into various management positions in engineering, program management, sales and marketing, and general management for companies that included Scientific-Atlanta, Loral (now part of L-3), and AEL Cross Systems (now part of BAE). Mr. Estes holds a B.S. degree in Mathematics and an Electrical Engineering degree from Georgia Tech, along with an M.B.A. degree focused on finance and marketing.

*Kevin J. Harkenrider* joined ViaSat in October 2006 as Director Operations and since January 2007 has served as Vice President Operations. Prior to joining the company, Mr. Harkenrider served as Account Executive at Computer Sciences Corporation from 2002 through October 2006. From 1992 to 2001, Mr. Harkenrider held several positions at BAE Systems, Mission Solutions (formerly GDE Systems, Marconi Integrated Systems and General Dynamics Corporation, Electronics Division), including Vice President and Program Director, Vice President

Operations and Vice President Material. Prior to 1992, Mr. Harkenrider served in several director and program manager positions at General Dynamics Corporation. Mr. Harkenrider holds a B.S. degree in Civil Engineering from Union College and an M.B.A. degree from the University of Pittsburgh.

*Steven R. Hart* is a founder of ViaSat and has served as Vice President and Chief Technical Officer since March 1993. Mr. Hart served as Vice President Engineering from March 1997 to January 2007 and as Engineering Manager since 1986. Prior to

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joining ViaSat, Mr. Hart was a Staff Engineer and Manager at M/A-COM Linkabit from 1982 to 1986. Mr. Hart holds a B.S. degree in Mathematics from the University of Nevada, Las Vegas and a M.A. degree in Mathematics from the University of California, San Diego.

*Keven K. Lippert* has served as Vice President General Counsel and Secretary of ViaSat since April 2007 and as Associate General Counsel and Assistant Secretary from May 2000 to April 2007. Prior to joining ViaSat, Mr. Lippert was a corporate associate at the law firm of Latham & Watkins LLP. Mr. Lippert holds a J.D. degree from the University of Michigan and a B.S. degree in Business Administration from the University of California, Berkeley.

*Mark J. Miller* is a founder of ViaSat and has served as Vice President and Chief Technical Officer of ViaSat since 1993 and as Engineering Manager since 1986. Prior to joining ViaSat, Mr. Miller was a Staff Engineer at M/A-COM Linkabit from 1983 to 1986. Mr. Miller holds a B.S.E.E. degree from the University of California, San Diego and a M.S.E.E. degree from the University of California, Los Angeles.

*Ronald G. Wangerin* joined ViaSat in August 2002 as Vice President and Chief Financial Officer. Prior to joining ViaSat, Mr. Wangerin served as Vice President, Chief Financial Officer, Treasurer, and Secretary at NexusData Inc., a privately-held wireless data collection company, from 2000 to 2002. From 1997 to 2000, Mr. Wangerin held several positions at Hughes Training, Inc., a subsidiary of Raytheon Company, including Vice President and Chief Financial Officer. Mr. Wangerin worked for Deloitte & Touche LLP from 1989 to 1997. Mr. Wangerin holds a B.S. degree in Accounting and a Masters of Accounting degree from the University of Southern California.

*Robert W. Johnson* has been a director of ViaSat since 1986. Mr. Johnson has worked in the venture capital industry since 1980, and has acted as an independent investor and served on the board of directors of a number of entrepreneurial companies since 1988. Mr. Johnson holds B.S. and M.S. degrees in Electrical Engineering from Stanford University and M.B.A. and D.B.A. degrees from Harvard Business School.

*B. Allen Lay* has been a director of ViaSat since 1996. From 1983 to 2001, he was a General Partner of Southern California Ventures, a venture capital company. From 2001 to the present he has acted as a consultant to the venture capital industry. Mr. Lay is currently a director of NPI, LLC, a privately-held developer and supplier of proprietary and patentable ingredients for dietary supplements, and Carley Lamps, LLC, a privately-held manufacturer of specialty light bulbs.

*Dr. Jeffrey M. Nash* has been a director of ViaSat since 1987. From 1994 until 2003, he served as President of Digital Perceptions Inc., a privately-held consulting and software development firm serving the defense, remote sensing, communications, aviation and commercial computer industries. Since September 2003, he has been President and Chairman of Inclined Plane Inc., a privately-held consulting and intellectual property development company serving the defense, communications and media industries. In addition to his role at ViaSat, Dr. Nash serves as a director of two San Diego-based companies: Pepperball Technologies, Inc., a publicly-held manufacturer of non-lethal personal defense equipment for law enforcement, security and personal defense applications, and REMEC, Inc., which is now in dissolution.

*John P. Stenbit* has been a director of ViaSat since August 2004. From 2001 to his retirement in March 2004, Mr. Stenbit served as the Assistant Secretary of Defense for Command, Control, Communications, and Intelligence (C3I) and later as Assistant Secretary of Defense of Networks and Information Integration / Department of Defense Chief Information Officer, the C3I successor organization. From 1977 to 2001, Mr. Stenbit worked for TRW, retiring as Executive Vice President. Mr. Stenbit was a Fulbright Fellow and Aerospace Corporation Fellow at the Technische Hogeschool, Einhoven, Netherlands. Mr. Stenbit has chaired the Science Advisory Panel to the Director for the Administrator of the Federal Aviation Administration. Mr. Stenbit currently serves on the board of directors of the following publicly-held companies: Cogent, Inc. and Loral Space & Communications Inc. He is also on the board of trustees of The Mitre Corp. a private, not-for-profit corporation. Mr. Stenbit also serves on the Defense Science Board, the Advisory Board of the National Security Agency, the Science Advisory Group of the U.S. Strategic Command and the Naval Studies Board. He also does consulting for various government and commercial clients.

*Michael B. Targoff* has been a director of ViaSat since February 2003. In February 2006, Mr. Targoff was elected Chief Executive Officer of Loral Space & Communications Inc. (Loral). Since November 2005, he has served as the vice chairman of Loral s board of directors and serves on the executive and compensation committees.

Mr. Targoff originally joined Loral Space & Communications Limited in 1981 and served as Senior Vice President and General Counsel until January 1996, when he was elected

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President and Chief Operating Officer of the newly formed Loral. In 1998, he founded Michael B. Targoff & Co., which invests in telecommunications and related industry early stage companies. Mr. Targoff is chairman of the board and chairman of the audit committee of CPI International, Inc., a publicly-held company, and a director and chairman of the audit committee of Leap Wireless International, Inc., a publicly-held company. Mr. Targoff also serves on the board of directors of five private telecommunications companies. Prior to joining Loral Space & Communications Limited in 1981, Mr. Targoff was a partner in the New York City law firm, Willkie Farr & Gallagher. Mr. Targoff holds a B.A. degree from Brown University and a J.D. degree from the Columbia University School of Law, where he was a Hamilton Fisk Scholar and editor of the Columbia Journal of Law and Social Problems.

*Harvey P. White* has been a director of ViaSat since May 2005. Since June 2004, Mr. White has served as Chairman of (SHW)2 Enterprises, a business development and consulting firm. From September 1998 through June 2004, Mr. White served as Chairman and Chief Executive Officer of Leap Wireless International, Inc. Prior to that, Mr. White was a co-founder of QUALCOMM Incorporated where he held various positions including director, President and Chief Operating Officer. Mr. White is the chairman of the board of Quanlight, Inc. and serves on the board of directors of the San Diego Padres. Mr. White attended West Virginia Wesleyan College and Marshall University where he received a B.A. degree in Economics.

**Corporate Governance Principles**

We are dedicated to maintaining the highest standards of business integrity. It is our belief that adherence to sound principles of corporate governance, through a system of checks, balances and personal accountability is vital to protecting ViaSat s reputation, assets, investor confidence and customer loyalty. Above all, the foundation of ViaSat s integrity is our commitment to sound corporate governance. Our corporate governance guidelines and Guide to Business Conduct can be found on the Investor Relations section of our website at *investors.viasat.com*.

**Board Structure and Committee Composition**

As of the date of this report, our Board of Directors has seven directors and the following five committees: (1) Audit Committee, (2) Compensation and Human Resources Committee, (3) Nomination and Evaluation Committee, (4) Corporate Governance Committee, and (5) Banking/Finance Committee. The membership during the last year and the function of each of the committees are described below. Each of the committees operates under a written charter which can be found on the Investor Relations section of our website at *investors.viasat.com*. During our fiscal year ended April 3, 2009, the Board held five meetings, including telephonic meetings. During this period, all of the directors attended or participated in at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by all committees of the Board on which each such director served. Although we do not have a formal policy regarding attendance by members of our Board at our annual meeting of stockholders, we encourage the attendance of our directors and director nominees at our annual meeting, and historically more than a majority have done so. Six of our directors attended last year s annual meeting of stockholders.

| **Director** | **Audit Committee** | **Compensation and Human Resources Committee** | **Nomination and Evaluation Committee** | **Corporate Governance Committee** | **Banking/Finance Committee** |
|---|---|---|---|---|---|
| Mark D. Dankberg | | | | | Member |
| Robert W. Johnson | Member | | Chair | Member | |
| B. Allen Lay | Chair | | | | Member |
| Jeffrey M. Nash | Member | Chair | | | |
| John P. Stenbit | | Member | Member | | |
| Michael B. Targoff | | | | Chair | Chair |
| Harvey P. White | Member | Member | | | |
| **Number of Meetings in Fiscal 2009** | 6 | 6 | 1 | 1 | 1 |

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***Audit Committee.*** The Audit Committee reviews the professional services provided by our independent registered public accounting firm, the independence of such independent registered public accounting firm from our management, and our annual and quarterly financial statements. The Audit Committee also reviews such other matters with respect to our accounting, auditing and financial reporting practices and procedures as it may find appropriate or may be brought to its attention. The Board of Directors has determined that each of the four members of our Audit Committee is an audit committee financial expert as defined by the rules of the SEC.

***Compensation and Human Resources Committee***. The Compensation and Human Resources Committee is responsible for establishing and monitoring policies governing the compensation of executive officers. In carrying out these responsibilities, the Compensation and Human Resources Committee is responsible for advising and consulting with the officers regarding managerial personnel and development, and for reviewing and, as appropriate, recommending to the Board of Directors, policies, practices and procedures relating to the compensation of directors, officers and other managerial employees and the establishment and administration of our employee benefit plans. The objectives of the Compensation and Human Resources Committee are to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of our stockholders. For additional information concerning the Compensation and Human Resources Committee, see Compensation Discussion and Analysis.

***Nomination and Evaluation Committee.*** The Nomination and Evaluation Committee reviews and recommends nominees for election as directors and committee members, conducts the evaluation of our Chief Executive Officer, and advises the Board with respect to Board and committee composition.

***Corporate Governance Committee.*** The Corporate Governance Committee is responsible for development and recommendation to the Board of a set of corporate governance guidelines and principles and provides oversight of the process for the self-assessment by the Board and each of its committees.

***Banking/Finance Committee.*** The Banking/Finance Committee oversees certain aspects of corporate finance for the company and reviews and makes recommendations to the Board about the company s financial affairs and policies, including short and long-term financing plans, objectives and principles, borrowings or the issuance of debt and equity securities.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and holders of more than 10% of ViaSat common stock to file reports of ownership and changes in ownership with the SEC. These persons are required to furnish us with copies of all forms that they file. Based solely on our review of copies of these forms in our possession, or in reliance upon written representations from our directors and executive officers, we believe that all of our directors, executive officers and 10% stockholders complied with the Section 16(a) filing requirements during the fiscal year ended April 3, 2009, with the exceptions noted herein. A late report was filed on behalf of Mr. Stenbit with respect to a single transaction involving the annual equity grant of stock options. A late report was filed on behalf of each of Mr. Dankberg and Mr. Hart relating to the settlement of restricted stock units and the withholding of shares to satisfy the tax withholding obligations resulting therefrom.

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**Item 11. Executive Compensation**

**Compensation Discussion and Analysis**

The following Compensation Discussion and Analysis provides information regarding the compensation program in place for our executive officers, including the Named Executive Officers identified in the Summary Compensation Table, during our 2009 fiscal year. In particular, this Compensation Discussion and Analysis provides information related to each of the following aspects of our executive compensation program:

- overview and objectives of our executive compensation program;
- explanation of our executive compensation processes and criteria;
- description of the components of our compensation program; and
- discussion of how each component fits into our overall compensation objectives.

***Overview and Objectives of Executive Compensation Program***

The principal components of our executive compensation program include:

- base salary;
- short-term or annual awards in the form of cash bonuses;
- long-term equity awards; and
- other benefits generally available to all of our employees.

Our executive compensation program incorporates these components because our Compensation and Human Resources Committee considers a blend of these components to be necessary and effective in order to provide a competitive total compensation package to our executive officers while meeting the principal objectives of our executive compensation program. In addition, the Compensation and Human Resources Committee believes that our use of base salary, annual cash bonus, and long-term equity awards as the primary components of our executive compensation program is consistent with the executive compensation programs employed by technology companies of similar size and stage of growth.

Our overall compensation objectives are premised on the following three fundamental principles, each of which is discussed below: (1) a significant portion of executive compensation should be performance-based, linking the achievement of company financial objectives and individual objectives; (2) the financial interests of our executive management and our stockholders should be aligned; and (3) the executive compensation program should be structured so that we can compete in the marketplace in hiring and retaining top level executives in our industry with compensation that is competitive and fair.

*Performance-Based Compensation.* We strongly believe that a significant amount of executive compensation should be performance-based. In other words, our compensation program is designed to reward superior performance, and we believe that our executive officers should feel accountable for the overall performance of our business and their individual performance. In order to achieve this objective, we have structured our compensation program so that executive compensation is tied, in large part, directly to both company-wide and individual performance. For example, and as discussed specifically below, annual cash bonuses are based on, among other things, pre-determined corporate financial performance metrics and operational targets.

*Alignment with Stockholder Interests.* We believe that executive compensation and stockholder interests should be linked, and our compensation program is designed so that the financial interests of our executive officers are aligned with the interests of our stockholders. We accomplish this objective in a couple of ways. First, as noted above, payments of annual cash bonuses are based on,

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among other things, pre-determined financial performance metrics and operational targets that, if achieved, we believe enhance the value of our common stock.

Second, a significant portion of the total compensation paid to our executive officers is paid in the form of equity to further align the interests of our executive officers and our stockholders. In this regard, our executive officers are subject to the downside risk of a decrease in the value of their compensation in the event that the price of our common stock declines. We believe that a combination of restricted stock units and stock option awards, which each vest with the passage of time, provide meaningful long-term awards that are directly related to the enhancement of stockholder value. Equity awards are intended to reward our executive officers upon achieving operational and financial goals that we believe ultimately will be reflected in the value of our common stock. In addition, the time-vesting schedule of restricted stock units and stock option awards furthers the goal of executive retention.

*Structure Allows Competitive and Fair Compensation Packages.* We develop and manufacture innovative satellite and other wireless communications and networking systems for commercial, military and civil government customers. We believe that our industry is highly specialized and competitive. Stockholders are best served when we can attract and retain talented executives with compensation packages that are competitive and fair. Therefore, we strive to create a compensation package for executive officers that delivers compensation that is comparable to the total compensation delivered by the companies with which we compete for executive talent.

***Compensation Processes and Criteria***

The Compensation and Human Resources Committee is responsible for determining our overall executive compensation philosophy, and for evaluating and recommending all components of executive officer compensation (including base salary, annual cash bonuses and long-term equity awards) to our Board of Directors for approval. The Compensation and Human Resources Committee acts under a written charter adopted and approved by our Board and may, in its discretion, obtain the assistance of outside advisors, including compensation consultants, legal counsel and accounting and other advisors. Three outside directors currently serve on the Compensation and Human Resources Committee. Each member qualifies as an outside director within the meaning of Section 162(m) of the Internal Revenue Code, a non-employee director within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934 and as independent within the meaning of the corporate governance standards of Nasdaq. A copy of the Compensation and Human Resources Committee charter can be found on the Investor Relations section of our website at *investors.viasat.com.*

Because our executive compensation program relies on the use of three relatively straightforward components (base salary, annual cash bonus and long-term equity awards), the process for determining each component of executive compensation remains fairly consistent across each component. The Compensation and Human Resources Committee determines compensation in a manner consistent with our primary objectives for executive compensation discussed above. In determining each component of executive compensation, the Compensation and Human Resources Committee generally considers each of the following factors:

- industry compensation data;
- individual performance and contributions;
- company financial performance;
- total executive compensation;
- affordability of cash compensation based on ViaSat s financial results; and
- availability and affordability of shares for equity awards.

*Industry Compensation Data.* The Compensation and Human Resources Committee reviews the executive compensation data of comparable technology companies and other companies which are otherwise relevant as part of the process of determining executive compensation. In fiscal 2009, the Compensation and Human Resources Committee engaged Compensia, independent compensation consultant to the Compensation and Human Resources

Committee, to provide insight and advice on matters regarding trends in executive officer compensation and benefits practices. With the assistance of Compensia, the Compensation and Human Resources Committee reviewed the compensation practices of a peer group of companies consisting of a broad range of companies in the high technology industry. In 2009, our peer group consisted of the following companies: Arris Group, Ciena, Comtech Telecommunications, Cubic, Cymer, FLIR Systems, Harmonic, Harris Stratex Networks, Infinera, Loral Space & Communications, Orbital Sciences, PMC-Sierra, Polycom, RF Micro Devices, Skyworks Solutions, Tekelec, Trimble Navigation and 3Com. The peer group was selected based on industry, net income, revenues, earnings per share and market capitalization. The Compensation and Human Resources Committee believes that this group of companies provides an appropriate peer group because they consist of similar organizations against whom we compete to obtain and retain top quality talent. In addition to peer group data, the Compensation and Human Resources Committee also analyzed and incorporated market information from the Radford Executive Compensation Survey, a nationally recognized compensation survey containing market information of companies in the high technology industry. This survey was not compiled specifically for ViaSat but rather represents a database containing comparative compensation data and information for hundreds of other high technology companies, thereby permitting the Compensation and Human Resources Committee to review pooled compensation data for positions similar to those held by each executive officer. Unlike peer group compensation data, which is limited to publicly available information and does not provide precise comparisons by position, the more comprehensive survey data can be used to provide pooled compensation data for positions closely akin to those held by each executive officer. In addition, the pool of senior executive talent from which we draw and against which we compare ourselves extends beyond the limited community of ViaSat s immediate peer group and includes a wide range of other organizations in the communications sector outside ViaSat s traditional competitors, which range is represented by such surveys. As a result, the primary role of peer group compensation data historically has been to serve as verification that the industry survey data is consistent with ViaSat s direct publicly-traded peers in the United States and the Compensation and Human Resources Committee continues to primarily rely on industry survey data in determining actual executive compensation.

*Individual Performance.* The Compensation and Human Resources Committee makes an assessment of individual executive performance and contributions. The individual performance assessments made by the Compensation and Human Resources Committee are based in part on input from executive management. As part of our executive compensation process, our Chief Executive Officer and President provide input to the Compensation and Human Resources Committee on individual executive performance and contributions. With respect to assessing the individual performance of our Chief Executive Officer, the Compensation and Human Resources Committee relies on an annual assessment completed by our Nomination and Evaluation Committee. The Compensation and Human Resources Committee believes input from management and outside advisors is valuable; however, the Compensation and Human Resources Committee makes its recommendations and decisions based on its independent analysis and assessment.

*Company Financial Performance.* As previously discussed, a major component of our executive compensation program is the belief that a significant amount of executive compensation should be based on performance, including company financial performance. Although the Compensation and Human Resources Committee uses financial performance metrics as a basis for determining annual cash bonus compensation, company financial performance is also an important factor considered by the Compensation and Human Resources Committee in determining both base salary and equity awards.

*Total Executive Compensation.* As part of reviewing each component of executive officer compensation, the Compensation and Human Resources Committee also considers the total compensation of the executive. This review of total compensation is completed to assure that each executive s total compensation remains appropriately competitive and continues to meet the compensation objectives described above.

*Affordability.* Prior to completing the executive cash compensation (base salary and annual cash bonuses) process, the Compensation and Human Resources Committee confirms that the proposed cash compensation is affordable under and consistent with ViaSat s financial results. With respect to equity compensation, the Compensation and Human Resources Committee confirms the availability and affordability of shares prior to granting the equity awards to executives. To the extent the Compensation and Human Resources Committee determines that a component of executive compensation is not affordable, appropriate adjustments to that compensation component are made prior to final approval by the Compensation and Human Resources Committee and any subsequent recommendation to the Board of Directors.

*Determination of Compensation.* The Compensation and Human Resources Committee and the Board hold several meetings each year for the review, discussion and determination of executive compensation. After reviewing, analyzing and discussing each of the factors for executive compensation described above, the Compensation and Human Resources Committee determines (or makes a recommendation to the Board of Directors) regarding the appropriate compensation for each individual executive officer. However, the Compensation and Human Resources Committee does not believe that it is appropriate to establish compensation levels based solely on benchmarking. The Compensation and Human Resources Committee relies upon the judgment of its members in making compensation decisions, after reviewing the company s recent performance and carefully evaluating an executive officer s performance during the year against established goals, leadership qualities, operational results, business responsibilities, experience, career with the company, current compensation arrangements and long-term potential to enhance stockholder value. While competitive market compensation paid by other companies is one of the many factors that the Compensation and Human Resources Committee considers in assessing suitable levels of compensation, it does not attempt to maintain a certain target percentile within a peer group or otherwise rely entirely on that data to determine executive officer compensation. Instead, the Compensation and Human Resources Committee incorporates flexibility into our compensation programs and in the assessment process to respond to and adjust for the evolving business environment.

We strive to achieve an appropriate mix between equity incentive awards and cash payments in order to meet our objectives. Any apportionment goal is not applied rigidly and does not control our compensation decisions. Our mix of compensation elements is designed to reward recent results, align compensation with stockholder interests and fairly compensate executives through a combination of cash and equity incentive awards.

***Components of Our Compensation Program***

As discussed above, the components of our compensation program are the following: base salary, annual cash bonuses, long-term equity-based compensation and certain other benefits that are generally available to all of our employees.

*Base Salary.* In determining base salary, the Compensation and Human Resources Committee primarily considers (1) executive compensation survey results from Radford, which generally reports a compensation range for each position, (2) compensation data of our peer group companies prepared and analyzed by our independent compensation consultants, and (3) individual performance and contributions. In evaluating individual executive performance and contributions, the Compensation and Human Resources Committee also considers to what extent the executive:

- sustains a high level of performance;
- demonstrates success in contributing toward ViaSat s achievement of key financial and other business objectives;
- has a proven ability to help create stockholder value; and
- possesses highly developed skills and abilities critical to ViaSat s success.

After also considering ViaSat s recent financial performance, total executive compensation, and confirming affordability under ViaSat s financial plan, the Compensation and Human Resources Committee set new base salaries for each of the executive officers. The following table describes the base salaries for fiscal year 2009 and fiscal year 2010 for each of our Named Executive Officers.

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**Fiscal Year 2009 and Fiscal Year 2010 Base Salary**

| Executive | Fiscal Year 2009 Base Salary ($) | Fiscal Year 2010 Base Salary ($) | Percentage Increase (%) |
|---|---|---|---|
| Mark D. Dankberg<br>Chairman and<br>Chief Executive Officer | 640,000 | 700,000 | 9.4 |
| Richard A. Baldridge<br>President and<br>Chief Operating Officer | 490,000 | 530,000 | 8.2 |
| Ronald G. Wangerin<br>Vice President and<br>Chief Financial Officer | 355,000 | 370,000 | 4.2 |
| Steven R. Hart<br>Vice President and<br>Chief Technical Officer | 305,000 | 315,000 | 3.3 |
| Mark J. Miller<br>Vice President and<br>Chief Technical Officer | 290,000 | 305,000 | 5.2 |

*Annual Cash Bonuses.* Consistent with our overall compensation objectives of linking compensation to performance, aligning executive compensation with stockholder interests and attracting and retaining top level executive officers in our industry, our Compensation and Human Resources Committee approved annual cash bonuses for fiscal year 2009. Under our executive compensation program, targets for cash bonuses are established as a percentage of base salary and actual award amounts are determined primarily based on the achievement of certain company financial results and individual performance metrics. For fiscal year 2009, the target amount for annual cash bonuses was determined by the Compensation and Human Resources Committee primarily based on industry compensation surveys (and validated with compensation data from peer group companies). In addition, in determining the target bonus amounts, the Compensation and Human Resources Committee also considered the expected individual contributions of each executive toward the overall success of the company. Consistent with our compensation philosophy discussed above, annual cash bonuses are subject to affordability criteria based on ViaSat s financial results.

For fiscal year 2009, the metrics for determining annual cash bonuses placed equal emphasis on ViaSat s annual financial performance and individual performance. The financial objectives were set at the beginning of the 2009 fiscal year and were based on the year s internally-developed financial plan, which was approved by our Board of Directors. The individual performance objectives for the executive officers (excluding the Chief Executive Officer) were determined by the Compensation and Human Resources Committee based on input and recommendations from our Chief Executive Officer and President as well as input from the Compensation and Human Resources Committee. These individual performance objectives are qualitative in nature and not quantifiable. Each individual executive officer s attainment of individual performance objectives, while made in the context of such pre-established objectives, is based upon a subjective evaluation of individual performance by the Compensation and Human Resources Committee. The annual performance metrics for determining annual cash bonuses, both financial and individual, are intended to be challenging but achievable. The table below describes the financial and individual objectives (and weighting of each objective) used for determining annual cash bonuses for our executive officers (excluding our Chief Executive Officer) for fiscal year 2009.

**Fiscal Year 2009 Cash Bonus Objectives**

**Approximate**

| Performance Metric | | Weighting (%) | Fiscal Year 2009 Objective | Fiscal Year 2009 Actual Results |
|---|---|---|---|---|
| Financial | Non-GAAP diluted earnings per share (1) | 20 | $1.58 | $1.57 |
| Financial | New Contract Awards | 12.5 | $668.5 million | $728.4 million |
| Financial | Revenues | 10 | $643.5 million | $628.2 million |
| Financial | Net Operating Asset Turnover | 7.5 | 4.3 | 4.4 |
| Individual | Contribution Toward Achievement of Company Financial Targets | 30 | | |
| Individual | Achievement of Individual Goals | 20 | | |

(1) Non-GAAP diluted earnings per share exclude amortization of acquisition-related intangible assets and non-cash stock-based compensation expenses, net of tax.

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For purposes of determining the annual cash bonuses for our Chief Executive Officer in fiscal year 2009, the Compensation and Human Resources Committee relied on an assessment of our Chief Executive Officer completed by our Nomination and Evaluation Committee. The criteria used by the Nomination and Evaluation Committee for our Chief Executive Officer s fiscal year 2009 evaluation included the following (with approximately one-third of the weighting applied to each of the three main categories):

*Company financial performance:* earnings per share, new contract awards, revenues and net operating asset turnover (at the same levels as set forth in the table above);

*Leadership:* defining, managing and attaining corporate goals, exemplifying and promoting ethics and integrity throughout the company; and

*Strategic:* industry positioning, short-term and long-term strategies, measurable progress in key business areas and effective pursuit of growth strategies.

The performance metrics for determining the annual cash bonuses for our Chief Executive Officer consist of both objective and subjective criteria. Under the objective performance factors, the company must achieve quantifiable financial performance metrics. As is the case with our other executive officers, as described above, the attainment of our Chief Executive Officer s leadership and strategic individual performance factors, while made in the context of the objective criteria, is based upon a subjective evaluation of his individual performance by the Compensation and Human Resources Committee with input from the Nomination and Evaluation Committee. In coming to its determination, the Compensation and Human Resources Committee does not follow any guidelines nor are there any such standing guidelines regarding the exercise of such discretion.

The executive bonus program does not have any pre-established minimum or maximum payout. At the beginning of each fiscal year, the Board of Directors approves ViaSat s financial plan for the upcoming fiscal year and the Compensation and Human Resources Committee approves the target bonus pool (executives and employees) for the upcoming fiscal year. The Board and the Compensation and Human Resources Committee also retain the discretion to take additional factors into account (e.g., market conditions, total executive compensation, additional company financial metrics or extraordinary individual contributions) and make adjustments to executive bonus compensation to the extent appropriate.

Based primarily on ViaSat s financial results for fiscal year 2009 and individual executive performance, the Compensation and Human Resources Committee acting under delegation of authority from the Board approved the cash bonuses in the table below for our Named Executive Officers for fiscal year 2009 (paid in fiscal year 2010).

**Fiscal Year 2009 Cash Bonuses**

| **Executive** | **Target Cash Bonuses As Percentage of Base Salary (%)** | **Actual Cash Bonuses ($)** | **Actual Cash Bonuses As Percentage of Base Salary (%)** |
|---|---|---|---|
| Mark D. Dankberg | 100 | 700,000 | 109 |
| Richard A. Baldridge | 75 99 | 400,000 | 82 |
| Ronald G. Wangerin | 60 75 | 215,000 | 61 |
| Steven R. Hart | 50 65 | 165,000 | 54 |
| Mark J. Miller | 50 | 180,000 | 62 |

*Equity-Based Compensation*. Consistent with our belief that equity-based compensation is a key component of an effective executive compensation program at growth-oriented technology companies, our Board of Directors approved (upon recommendation of our Compensation and Human Resources Committee) long-term equity awards to our executive officers in fiscal year 2009. Our Compensation and Human Resources Committee determined equity award levels for fiscal year 2009 in a manner consistent with the determination of base salary and annual cash bonuses. The Compensation and Human Resources Committee considered (1) industry compensation data, (2) individual performance and contributions, (3) total executive compensation, and (4) the availability and affordability of shares for equity grants in determining equity compensation for executives. For fiscal year 2009 equity compensation awards, the Compensation and Human Resources Committee engaged Compensia, independent compensation consultant to the Compensation and Human Resources Committee, to assist the Compensation and Human Resources Committee in reviewing our list of peer group companies as well as in providing market data and recommendations related to equity compensation grants for our executive officers. In addition, the Compensation and Human Resources Committee relied on equity compensation survey data from

Radford, which reports an equity compensation range for comparable positions using various metrics. In determining the availability and affordability of shares for equity grants, the Compensation and Human Resources Committee considered the:

- number of shares available for issuance under our equity plan;
- number of shares budgeted for non-executive equity grants;
- expected future retention and new hire grants to executives and non-executives;
- annual dilution (burn) rate associated with the grant of equity awards;
- ViaSat s equity overhang levels;
- estimated accounting expense of potential equity grants; and
- tax consequences associated with the grant of equity awards.

Based on the factors discussed above, our Board of Directors (upon recommendation from the Compensation and Human Resources Committee) approved equity incentive awards for our Named Executive Officers in May 2009, the value of which was near or below the 50$^{th}$ percentile based on industry survey data (on an annualized basis). For more information on these equity awards, see Grants of Plan-Based Awards in Fiscal 2009 below.

*Other Benefits*. We provide a comprehensive benefits package to all of our employees, including our executive officers, which includes medical, dental, vision care, disability insurance, life insurance benefits, flexible spending plan, 401(k) savings plan, educational reimbursement program, employee assistance program, employee stock purchase plan, holidays and personal time off which includes vacation or sick days and a sell back policy. Certain executives also receive access to our sports and golf club memberships. We do not currently offer defined benefit pension, deferred compensation or supplemental executive retirement plans to any of our employees.

***Change of Control and Employment Agreements***

We do not currently have any employment agreements, change of control agreements or severance arrangements with any of our executive officers.

***Equity Grant Process***

Stock options and restricted stock units are part of the equity compensation program for many of our employees. Equity awards have historically been granted in approximately 18 to 24 month cycles. Grant approval for executive officers occurs at meetings of the Board of Directors. Because of the more lengthy process for determining executive equity grants, executive equity grants are not always made at the same time as grants to all other eligible employees. The timing of grants is not coordinated with the release of material non-public information. Stock option awards are made at fair market value on the date of grant (as defined under our equity plan) and awards of restricted stock units are also made in accordance with the terms of our equity plan. The Compensation and Human Resources Committee is currently examining alternative cycle times between equity grants to potentially more closely align our equity compensation program with predominant market practices.

In addition to grants made each year to our current employees, stock option and restricted stock unit grants may also be made during the year to newly-hired employees as part of the in-hire package, as well as to existing employees for purposes of retention or in recognition of special achievements. In order to address the need to grant options at multiple times during the year, the Compensation and Human Resources Committee has delegated authority to our Chief Executive Officer, President and Vice President of Human Resources to make grants to employees other than executive officers, subject to certain guidelines and an overall share limitation. These senior executives are each authorized to identify the award recipient and the number of shares subject to the option grant; the Compensation and Human Resources Committee sets all other terms of the awards. Grants made by these senior executives under delegation of authority from the Compensation and Human Resources Committee are generally made once per quarter. We do not grant re-load options, make loans to executives for any purpose, including to exercise stock options, nor do we grant stock options at a discount.

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***Stock Ownership/Retention Guidelines***

The Board of Directors encourages stock ownership, but believes that the number of shares of ViaSat stock owned by individual members of management is a personal decision.

***Tax and Accounting Considerations***

We select and implement the components of our compensation program primarily for their ability to help us achieve the company s objectives and not on the basis of any unique or preferential financial tax or accounting treatment. However, when awarding compensation, the Compensation and Human Resources Committee is mindful of the level of earnings per share dilution that will be caused as a result of the compensation expense related to the Compensation and Human Resources Committee s actions. For example, in fiscal year 2007, the Compensation and Human Resources Committee added restricted stock units to our equity award program to, in part, help reduce the accounting expense and dilution associated with our equity award program. In addition, Section 162(m) of the Internal Revenue Code generally sets a limit of $1.0 million on the amount of annual compensation (other than certain enumerated categories of performance-based compensation) that we may deduct for federal income tax purposes for certain covered individuals. While we have not adopted a policy requiring that all compensation be deductible, the Compensation and Human Resources Committee will continue to review the Section 162(m) issues associated with possible modifications to our compensation arrangements in fiscal year 2010 and future years and will, where reasonably practicable and consistent with our business goals, seek to qualify variable compensation paid to our executive officers for an exemption from the deductibility limitations of Section 162(m) while maintaining a competitive, performance-based compensation program.

**Compensation Committee Report**

The Compensation and Human Resources Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on such review and discussions, the Compensation and Human Resources Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this report.

*The information contained in this Compensation Committee Report shall not be deemed to be soliciting material, to be filed with the SEC or be subject to Regulation 14A or Regulation 14C or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed to be incorporated by reference in future filings with the SEC except to the extent that ViaSat specifically incorporates it by reference into a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934.*

Respectfully Submitted by the
Compensation and Human Resources Committee
Jeffrey M. Nash (Chair)
John P. Stenbit
Harvey P. White

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**Summary Compensation Table**

The following table sets forth the compensation earned during the fiscal years ended April 3, 2009, March 28, 2008 and March 30, 2007 by our Chief Executive Officer and Chief Financial Officer, as well as our three other most highly compensated executive officers (collectively, the Named Executive Officers).

| Name and Principal Position | Fiscal Year | Salary ($) | Bonus ($) | Stock Awards ($) (1) | Option Awards ($) (1) | Non-Equity Incentive Plan Compensation ($) (2) | All Other Compensation ($) (3) | Total ($) |
|---|---|---|---|---|---|---|---|---|
| Mark D. Dankberg | 2009 | 640,000 | | 214,994 | 469,411 | 700,000 | 11,675 | 2,036,080 |
| Chairman and Chief | 2008 | 580,000 | | 84,156 | 325,319 | | 13,489 | 1,002,964 |
| Executive Officer | 2007 | 545,000 | | 39,304 | 151,935 | 640,000 | 8,424 | 1,384,663 |
| Richard A. Baldridge | 2009 | 490,000 | | 141,782 | 337,108 | 400,000 | 18,613 | 1,387,503 |
| President and Chief | 2008 | 445,000 | | 65,151 | 251,860 | | 18,201 | 780,212 |
| Operating Officer | 2007 | 420,000 | | 30,428 | 117,627 | 390,000 | 7,236 | 965,291 |
| Ronald G. Wangerin | 2009 | 355,000 | | 53,515 | 134,527 | 215,000 | 8,322 | 766,364 |
| Vice President and | 2008 | 325,000 | | 27,149 | 104,942 | | 8,885 | 465,976 |
| Chief Financial Officer | 2007 | 295,000 | | 12,679 | 49,011 | 200,000 | 12,102 | 568,792 |
| Steven R. Hart | 2009 | 305,000 | | 71,058 | 74,872 | 165,000 | 10,537 | 626,467 |
| Vice President and | 2008 | 280,000 | | 19,005 | 73,459 | | 12,044 | 384,508 |
| Chief Technical Officer | 2007 | 260,000 | | 8,876 | 34,308 | 150,000 | 10,500 | 463,684 |
| Mark J. Miller | 2009 | 290,000 | | 65,520 | 53,480 | 180,000 | 12,468 | 601,468 |
| Vice President and | 2008 | 250,000 | | 13,571 | 52,471 | | 21,546 | 337,588 |
| Chief Technical Officer | 2007 | 240,000 | | 6,338 | 24,506 | 130,000 | 12,981 | 413,825 |

(1) This column represents the compensation cost recognized by us for financial statement reporting purposes in fiscal 2009, 2008 and 2007 for stock options and restricted stock units granted to each of the Named Executive Officers, in those years as well as prior fiscal years, in

accordance with Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment, or SFAS 123R. Pursuant to SEC rules, the amounts shown disregard adjustments for forfeiture assumptions. For additional information on the valuation assumptions used in the calculation of these amounts, refer to note 1 to the financial statements included in our annual report on Form 10-K for the respective year end, as filed with the SEC. These amounts reflect our accounting expense for these awards, and do not correspond to the actual value that will be recognized by the Named Executive Officers.

(2) Represents amounts paid under our annual bonus program.

(3) The amounts for fiscal 2009 include the following: reimbursement of club dues for certain executives;

patent awards for Mr. Dankberg and Mr. Miller in the amount of $3,500 and $8,000, respectively; and matching 401(k) contributions for Messrs. Dankberg, Baldridge, Wangerin, Hart and Miller in the amount of $8,175, $10,553, $7,098, $10,537 and $4,468, respectively.

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**Grants of Plan-Based Awards in Fiscal 2009**

The following table sets forth information regarding grants of plan-based awards to each of the Named Executive Officers during fiscal 2009.

| Name | Grant Date | Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1) Threshold ($) | Target ($) | Maximum ($) | All Other Stock Awards: Number of Shares of Stock or Units (#)(2) | All Other Option Awards: Number of Securities Underlying Options (#)(3) | Exercise or Base Price of Option Awards ($/Sh) (4) | Grant Date Fair Value of Stock and Option Awards ($) (5) |
|---|---|---|---|---|---|---|---|---|
| Mark D. Dankberg | | | 640,000 | | | | | |
| | 5/28/08 | | | | 30,000 | | | 609,000 |
| | 5/28/08 | | | | | 90,000 | 20.30 | 649,611 |
| Richard A. Baldridge | | | 455,000 | | | | | |
| | 5/28/08 | | | | 17,500 | | | 355,250 |
| | 5/28/08 | | | | | 52,500 | 20.30 | 378,939 |
| Ronald G. Wangerin | | | 253,000 | | | | | |
| | 5/28/08 | | | | 6,000 | | | 121,800 |
| | 5/28/08 | | | | | 18,000 | 20.30 | 129,922 |
| Steven R. Hart | | | 187,000 | | | | | |
| | 5/28/08 | | | | 12,000 | | | 243,600 |
| Mark J. Miller | | | 145,000 | | | | | |
| | 5/28/08 | | | | 12,000 | | | 243,600 |

(1) Represents target amounts payable under our annual cash bonus program for fiscal year 2009. Actual amounts paid to the Named Executive Officers pursuant to such bonus program are disclosed in

the Summary Compensation Table above under the heading Non-Equity Incentive Plan Compensation. The material terms of the bonus program are described in the Compensation Discussion and Analysis section above.

(2) Stock awards vest in four equal annual installments over the course of four years.

(3) Options vest and become exercisable in four equal annual installments over the course of four years.

(4) The exercise price for option awards is the fair market value per share of our common stock, which is defined under our equity plan as the closing price per share on the grant date.

(5) This column represents the full grant date

fair value of each individual equity award calculated in accordance with SFAS 123R. For additional information on the valuation assumptions used in the calculation of these amounts, refer to note 1 to the financial statements included in our annual report on Form 10-K for the year ended April 3, 2009, as filed with the SEC. These amounts generally reflect the amount that we will expense in our financial statements over the award s vesting schedule, and do not correspond to the actual value that will be recognized by the Named Executive Officers.

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**Outstanding Equity Awards at 2009 Fiscal Year-End**

The following table lists all outstanding equity awards held by each of the Named Executive Officers as of April 3, 2009.

| | Option Awards | | | | | Stock Awards | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Number of Securities Underlying Unexercised Options (#) | | | | | | | | |
| Name | Exercisable | Unexercisable (1) | Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) | Option Exercise Price ($) | Option Expiration Date (2) | Number of Shares or Units of Stock That Have Not Vested (#) (3) | Market Value of Shares or Units of Stock That Have Not Vested ($) (4) | Equity Incentive Plan Awards Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) | Equity Incentive Plan Awards Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($) |
| Mark D. Dankberg | 30,000 | | | 8.07 | 7/14/2009 | | | | |
| | 60,000 | | | 14.00 | 12/21/2010 | | | | |
| | 80,000 | | | 13.16 | 12/11/2011 | | | | |
| | 60,000 | | | 18.25 | 12/18/2013 | | | | |
| | 80,000 | | | 21.02 | 12/16/2014 | | | | |
| | 58,126 | 58,124 | | 26.15 | 10/11/2012 | | | | |
| | | 90,000 | | 20.30 | 5/28/2014 | | | | |
| | | | | | | 36,458 | 831,607 | | |
| Richard A. Baldridge | 20,000 | | | 26.16 | 1/14/2010 | | | | |
| | 35,000 | | | 14.00 | 12/21/2010 | | | | |
| | 50,000 | | | 13.16 | 12/11/2011 | | | | |
| | 45,000 | | | 18.25 | 12/18/2013 | | | | |
| | 55,000 | | | 21.02 | 12/16/2014 | | | | |
| | 45,000 | 45,000 | | 26.15 | 10/11/2012 | | | | |
| | | 52,500 | | 20.30 | 5/28/2014 | | | | |
| | | | | | | 22,500 | 513,225 | | |
| Ronald G. Wangerin | 6,000 | | | 10.73 | 3/13/2013 | | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| | 20,000 | | 18.25 | 12/18/2013 | | |
| | 30,000 | | 21.02 | 12/16/2014 | | |
| | 18,750 | 18,750 | 26.15 | 10/11/2012 | | |
| | | 18,000 | 20.30 | 5/28/2014 | | |
| | | | | | 8,083 | 184,373 |
| Steven R. Hart | 8,000 | | 7.33 | 7/14/2009 | | |
| | 20,000 | | 14.00 | 12/21/2010 | | |
| | 20,000 | | 13.16 | 12/11/2011 | | |
| | 18,000 | | 18.25 | 12/18/2013 | | |
| | 20,000 | | 21.02 | 12/16/2014 | | |
| | 13,126 | 13,124 | 26.15 | 10/11/2012 | | |
| | | | | | 13,458 | 306,977 |
| Mark J. Miller | 7,000 | | 7.33 | 7/14/2009 | | |
| | 17,500 | | 14.00 | 12/21/2010 | | |
| | 20,000 | | 13.16 | 12/11/2011 | | |
| | 18,000 | | 18.25 | 12/18/2013 | | |
| | 20,000 | | 21.02 | 12/16/2014 | | |
| | 9,376 | 9,374 | 26.15 | 10/11/2012 | | |
| | | | | | 13,041 | 297,465 |

(1) Options vest and become exercisable in four equal annual installments over the course of four years.

(2) The expiration date of each option occurs six to ten years after the date of grant of each option.

(3) Stock awards vest in four equal annual installments over the course of four years.

(4) Computed by multiplying the closing market price of our common stock ($22.81) on April 3, 2009

(the last trading day of fiscal year 2009) by the number of shares subject to such stock award.

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**Option Exercises and Stock Vested in Fiscal 2009**

The following table provides information concerning exercises of stock options by and stock awards vested for each of the Named Executive Officers during fiscal 2009.

| | Option Awards | | Stock Awards | |
|---|---|---|---|---|
| Name | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise ($)(1) | Number of Shares Acquired on Vesting (#) | Value Realized on Vesting ($) |
| Mark D. Dankberg | 30,000 | 408,000 | 3,229 | 63,934 |
| Richard A. Baldridge | | | 2,500 | 49,500 |
| Ronald G. Wangerin | 4,000 | 60,708 | 1,042(2) | 20,632(2) |
| Steven R. Hart | 8,000 | 110,160 | 729 | 14,434 |
| Mark J. Miller | 7,000 | 100,282 | 521(2) | 10,316(2) |

(1) The value realized equals the difference between the closing market price of our common stock on the date of exercise and the option exercise price, multiplied by the number of shares for which the option was exercised.

(2) Mr. Wangerin and Mr. Miller deferred 100% of their respective restricted stock unit awards vested during fiscal year 2009. All restricted stock units noted in table above for Mr. Wangerin and

Mr. Miller vested during fiscal year 2009, but the underlying shares for these awards had not yet been delivered or acquired as of the end of fiscal year 2009.

**Pension Benefits**

None of our Named Executive Officers participates in or has account balances in qualified or non-qualified defined benefit plans sponsored by us.

**Nonqualified Deferred Compensation**

None of our Named Executive Officers participates in or has account balances in non-qualified defined contribution plans or other deferred compensation plans maintained by us.

**Potential Payments Upon Termination**

We do not have employment, severance or change of control agreements with the Named Executive Officers.

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## Director Compensation

The following table sets forth the compensation earned during the year ended April 3, 2009 by each of our non-employee directors.

| Name | Fees Earned or Paid in Cash ($) | Stock Awards ($) | Option Awards ($) (1)(2) | Non-Equity Incentive Plan Compensation ($) | Change in Pension Value and Nonqualified Deferred Compensation Earnings ($) | All Other Compensation ($) | Total ($) |
|---|---|---|---|---|---|---|---|
| Robert W. Johnson | 29,500 | | 106,996 | | | | 136,496 |
| B. Allen Lay | 27,750 | | 106,996 | | | | 134,746 |
| Jeffrey M. Nash | 33,750 | | 106,996 | | | | 140,746 |
| John P. Stenbit | 27,500 | | 106,996 | | | | 134,496 |
| Michael B. Targoff | 21,000 | | 106,996 | | | | 127,996 |
| Harvey P. White | 30,000 | | 113,052 | | | | 143,052 |

(1) This column represents the compensation cost recognized by us for financial statement reporting purposes in fiscal 2009 for stock options granted to each of the non-employee directors, in fiscal 2009 as well as prior fiscal years, in accordance with SFAS 123R. Pursuant to SEC rules, the amounts shown disregard adjustments for

forfeiture assumptions. For additional information on the valuation assumptions used in the calculation of these amounts, refer to note 1 to the financial statements included in our annual report on Form 10-K for the year ended April 3, 2009, as filed with the SEC. These amounts reflect our accounting expense for these awards, and do not correspond to the actual value that will be recognized by the non-employee directors.

(2) The aggregate number of options outstanding at the end of fiscal 2009 for each director was as follows: Mr. Johnson 92,000; Mr. Lay 92,000; Dr. Nash 82,800; Mr. Stenbit 65,000; Mr. Targoff 75,000; and Mr. White 55,000. The full grant date fair

value of stock options granted to each non-employee director during the fiscal year ended April 3, 2009 was $67,253, which reflects our accounting expense for these options, and does not correspond to the actual value that may be recognized by the non-employee directors.

Directors who are employees of the company, such as Mr. Dankberg, do not receive any additional compensation for their services as directors. Currently, non-employee directors are entitled to receive an annual retainer for their service in the amount of $30,000 as a member of the Board, $12,000 for the chair of the Audit Committee, $8,000 for the chair of the Compensation and Human Resources Committee, $3,000 for the chair of the other Board committees, $6,000 as a non-chair member of the Audit Committee, $4,000 as a non-chair member of the Compensation and Human Resources Committee, and $2,000 as a non-chair member of the other Board committees. In addition, each non-employee director receives a meeting fee of $2,000 for each Board meeting attended, $1,500 for each committee meeting attended as the chair of such committee, and $1,000 for each committee meeting attended as a non-chair member of such committee. The meeting fee paid to non-employee directors for participation via telephone for each Board meeting or committee meeting is one-half of the regular meeting fee. At the time of initial election to the Board, each non-employee director is granted 3,000 restricted stock units and an option to purchase 9,000 shares of ViaSat common stock, and at each subsequent annual meeting of stockholders, each non-employee director is entitled to receive an annual equity grant in the form of 1,600 restricted stock units and an option to purchase 5,000 shares of ViaSat common stock. Members of the Board of Directors are reimbursed for expenses actually incurred in attending Board and committee meetings, and in connection with Board related activities.

**Compensation Committee Interlocks and Insider Participation**

The members of the Compensation and Human Resources Committee for the 2009 fiscal year were Messrs. Nash, Stenbit and White. During fiscal 2009, no interlocking relationship existed between any member of the Compensation and Human Resources Committee and any member of any other company s board of directors or compensation committee.

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**Item 12.** ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

**Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth information known to us regarding the ownership of ViaSat common stock as of July 1, 2009 by: (1) each director, (2) each of the Named Executive Officers identified in the Summary Compensation Table, (3) all directors and executive officers of ViaSat as a group, and (4) all other stockholders known by us to be beneficial owners of more than 5% of ViaSat common stock.

| Name of Beneficial Owner (1) | Amount and Nature of Beneficial Ownership (2) | Percent Beneficial Ownership (%) (3) |
|---|---|---|
| **Directors and Officers:** | | |
| Mark D. Dankberg | 1,892,002(4) | 5.9 |
| Steven R. Hart | 818,590(5) | 2.6 |
| Robert W. Johnson | 642,496(6) | 2.0 |
| Mark J. Miller | 393,164(7) | 1.2 |
| B. Allen Lay | 378,678(8) | 1.2 |
| Jeffrey M. Nash | 370,090(9) | 1.2 |
| Richard A. Baldridge | 278,800(10) | * |
| Michael B. Targoff | 132,750(11) | * |
| Ronald G. Wangerin | 83,075(12) | * |
| John P. Stenbit | 55,000(13) | * |
| Harvey P. White | 45,000(14) | * |
| All directors and executive officers as a group (14 persons) | 5,151,196 | 15.6 |
| **Other 5% Stockholders:** | | |
| FMR LLC | 4,051,572(15) | 12.8 |
| Barclays Global entities | 1,846,602(16) | 5.9 |

* Less than 1%.

(1) Under the rules of the SEC, a person is the beneficial owner of securities if that person has sole or shared voting or investment power. Except as indicated in the footnotes to this table and subject to applicable community

property laws, to our knowledge, the persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned.

(2) In computing the number of shares beneficially owned by a person named in the table and the percentage ownership of that person, shares of common stock that such person had the right to acquire within 60 days after July 1, 2009 are deemed outstanding, including without limitation, upon the exercise of options or the vesting of restricted stock units. These shares are not, however, deemed outstanding for the purpose of computing the percentage ownership of any other person.

References to options in the footnotes of the table include only options to purchase shares that were exercisable on or within 60 days after July 1, 2009 and references to restricted stock units in the footnotes of the table include only restricted stock units that would vest and settle on or within 60 days after July 1, 2009.

(3) For each person included in the table, percentage ownership is calculated by dividing the number of shares beneficially owned by such person by the sum of (a) 31,587,938 shares of common stock outstanding on July 1, 2009 plus (b) the number of shares of common stock that such person had the right to acquire within 60 days after July 1, 2009.

(4) Includes 360,626 shares subject to options exercisable by Mr. Dankberg within 60 days after July 1, 2009. The address of Mr. Dankberg is 6155 El Camino Real, Carlsbad, California 92009.

(5) Includes 99,126 shares subject to options exercisable by Mr. Hart within 60 days after July 1, 2009 and 3,000 shares subject to restricted stock units granted to Mr. Hart. These restricted stock units have vested, but the underlying shares have not yet been delivered or acquired.

(6) Includes 82,000 shares subject to options exercisable by Mr. Johnson within 60 days after July 1, 2009.

(7) Includes 84,876 shares subject to options exercisable by

Mr. Miller within 60 days after July 1, 2009 and 4,042 shares subject to restricted stock units granted to Mr. Miller. These restricted stock units have vested, but the underlying shares have not yet been delivered or acquired.

(8) Consists of (a) 30,400 shares held by the Lay Charitable Remainder Unitrust, (b) 114,442 shares held by the Lay Living Trust, (c) 151,836 shares held by Lay Ventures, and (d) 82,000 shares subject to options exercisable by Mr. Lay within 60 days after July 1, 2009.

(9) Includes 72,800 shares subject to options exercisable by Mr. Nash within 60 days after July 1, 2009.

(10) Includes 263,125 shares subject to options

exercisable by Mr. Baldridge within 60 days after July 1, 2009.

(11) Includes 65,000 shares subject to options exercisable by Mr. Targoff within 60 days after July 1, 2009.

(12) Includes 79,250 shares subject to options exercisable by Mr. Wangerin within 60 days after July 1, 2009.

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(13) Includes 55,000 shares subject to options exercisable by Mr. Stenbit within 60 days after July 1, 2009.

(14) Includes 45,000 shares subject to options exercisable by Mr. White within 60 days after July 1, 2009.

(15) Based solely on information contained in a Schedule 13G filed with the SEC on February 17, 2009 by FMR LLC. The address of FMR LLC is 82 Devonshire Street, Boston, Massachusetts 02109.

(16) Based solely on information contained in a Schedule 13G filed with the SEC on February 5, 2009 by Barclays Global Investors, NA, Barclays Global Fund Advisors and Barclays Global Investors, LTD.

The Schedule 13G reports that Barclays Global Investors, NA, Barclays Global Fund Advisors and Barclays Global Investors, LTD have sole power to vote or to direct the vote of 628,706 shares, 794,967 shares and 925 shares, respectively. Barclays Global Investors, NA, Barclays Global Fund Advisors and Barclays Global Investors, LTD have sole power to dispose or to direct the disposition of 724,421 shares, 1,103,877 shares and 18,304 shares, respectively. The address of Barclays Global Investors, NA is 400 Howard Street, San Francisco, California 94105.

**Equity Compensation Plan Information**

The following table provides information as of April 3, 2009 with respect to shares of ViaSat common stock that may be issued under existing equity compensation plans. In accordance with the rules promulgated by the SEC, the table does not include information with respect to shares subject to outstanding options granted under equity compensation arrangements assumed by us in connection with mergers and acquisitions of the companies that originally granted those options.

| | **(a)** | **(b)** | **(c)** |
|---|---|---|---|

| Plan Category | Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#)(1) | Weighted Average Exercise Price of Outstanding Options, Warrants and Rights ($) | Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (#) |
|---|---|---|---|
| Equity compensation plans approved by security holders (2) | 6,166,326(3) | 17.56 | 2,301,800(4) |
| Equity compensation plans not approved by security holders | | | |
| Total | 6,166,326 | 17.56 | 2,301,800 |

(1) Pursuant to SEC rules, this column does not reflect options assumed in mergers and acquisitions where the plans governing the options will not be used for future awards. As of April 3, 2009, a total of 96,934 shares of ViaSat common stock were issuable upon exercise of outstanding options under those assumed arrangements. The weighted average exercise price of those outstanding options is $13.80 per

share.

(2) Consists of two plans: (a) the 1996 Equity Participation Plan of ViaSat, Inc., and (b) the ViaSat, Inc. Employee Stock Purchase Plan.

(3) Excludes purchase rights currently accruing under the ViaSat, Inc. Employee Stock Purchase Plan.

(4) Includes shares available for future issuance under the ViaSat, Inc. Employee Stock Purchase Plan. As of April 3, 2009, 117,726 shares of common stock were available for future issuance under the plan.

**Item 13.** ***Certain Relationships and Related Transactions, and Director Independence***

**Board Independence**

The criteria established by The Nasdaq Stock Market, or Nasdaq, for director independence include various objective standards and a subjective test. A member of the Board of Directors is not considered independent under the objective standards if, for example, he or she is (1) an employee of ViaSat, or (2) a partner in, or an executive officer of, an entity to which ViaSat made, or from which ViaSat received, payments in the current or any of the past three fiscal years that exceed 5% of the recipient s consolidated gross revenues for that year. The subjective test requires that each independent director not have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

None of the directors was disqualified from independent status under the objective standards, other than Mr. Dankberg, who does not qualify as independent because he is a ViaSat employee, and Mr. Targoff, who currently serves as the Chief Executive Officer and as a member of the board of directors of Loral Space & Communications Inc. (Loral), a company to which we have made payments related to the construction of our high-capacity ViaSat-1 satellite in an amount that exceeds 5% of Loral s consolidated gross revenues during the relevant period. The subjective evaluation of director independence by the Board of Directors was made in the context of the objective standards by taking into account the standards in the objective tests, and reviewing and discussing additional information provided by the directors and the company with regard to each director s business and personal activities as they may relate to ViaSat and ViaSat s management. In conducting this evaluation, the Board considered the following relationship that did not exceed Nasdaq objective standards but was identified by the Nomination and Evaluation Committee for further consideration by the Board under the subjective standard: Mr. Stenbit is a non-employee director of Loral, a company with which we do business, as described above. The nature of these relationships and transactions are described in greater detail in Related Party Transactions. Based on all of the foregoing, the Board made a subjective determination that Mr. Stenbit maintains the ability to exercise independent judgment in carrying out the responsibilities of a director.

As a result, the Board of Directors affirmatively determined that each member of the Board other than Messrs Dankberg and Targoff is independent under the criteria established by Nasdaq for director independence. In addition to the Board level standards for director independence, all members of the Audit Committee, Compensation and Human Resources Committee, and Nomination and Evaluation Committee are independent directors.

**Review and Approval of Related Party Transactions**

All transactions and relationships in which the company and our directors and executive officers or their immediate family members are participants are reviewed by our Audit Committee or another independent body of the Board of Directors, such as the independent and disinterested members of the Board. As set forth in the Audit Committee charter, the members of the Audit Committee, all of whom are independent directors, review and approve related party transactions for which such approval is required under applicable law, including SEC and Nasdaq rules. In the course of its review and approval or ratification of a disclosable related party transaction, the Audit Committee or the independent and disinterested members of the Board may consider:

- the nature of the related person s interest in the transaction;
- the material terms of the transaction, including, without limitation, the amount and type of transaction;
- the importance of the transaction to the related person;
- the importance of the transaction to the company;
- whether the transaction would impair the judgment of a director or executive officer to act in the best interest of the company; and
- any other matters the Audit Committee deems appropriate.

**Related Party Transactions**

Michael Targoff, a director of ViaSat since February 2003, currently serves as the Chief Executive Officer and the Vice Chairman of the board of directors of Loral, the parent of Space Systems/Loral, Inc. (SS/L), and is also a director of Telesat Holdings Inc., a joint venture company formed by Loral and the Public Sector Pension Investment Board to acquire Telesat Canada in October 2007. John Stenbit, a director of ViaSat since August 2004, also currently serves on the board of directors of Loral. In January 2008, we entered into several agreements with SS/L, Loral and Telesat Canada related to our anticipated high capacity satellite system. Under the satellite construction contract with SS/L, we agreed to purchase a new broadband satellite (ViaSat-1) designed by us and currently under construction by SS/L for approximately $209.1 million, subject to purchase price adjustments based on satellite performance. In addition, we entered into a beam sharing agreement with Loral, whereby Loral is responsible for contributing 15% of the total costs (estimated at approximately $57.6 million) associated with the ViaSat-1 satellite project. Our purchase of the ViaSat-1 satellite from SS/L was approved by the disinterested members of our Board of Directors, after a determination by the disinterested members of our Board that the terms and conditions of the purchase were fair to ViaSat and in the best interests of ViaSat and its stockholders. During the 2009 fiscal year, we paid $92.7 million to

SS/L for the construction of our anticipated high-capacity satellite system and, as of April 3, 2009, we had $9.7 million in outstanding payables relating thereto. In the normal course of business, we recognized $2.0 million of revenue related to Telesat Canada for the fiscal year ended April 3, 2009. Accounts receivable due from Telesat Canada as of April 3, 2009 were $2.7 million.

A brother of Mark Dankberg, ViaSat s Chairman and Chief Executive Officer, is a tax partner with Deloitte & Touche. In the ordinary course of business, we have engaged, and may in the future engage, Deloitte to provide tax consulting and other services. During fiscal 2009, we paid Deloitte approximately $664,770 for these services.

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Another brother of Mr. Dankberg is employed by ViaSat as an Information Systems Architect. He earned an aggregate of approximately $164,000 in base salary and bonus during fiscal year 2009, and participates in our equity award and benefit programs. His performance is evaluated consistent with our normal human resources practices and his compensation is commensurate with that of his peers.

A brother of Mark Miller, ViaSat s Chief Technical Officer, is a Software Engineer at ViaSat. He earned an aggregate of approximately $128,000 in base salary and bonus during fiscal year 2009 with respect to his employment, and participates in our equity award and benefit programs. His performance is evaluated consistent with our normal human resources practices and his compensation is commensurate with that of his peers.

**Item 14.** ***Principal Accounting Fees and Services***

**Principal Accountant Fees and Services**

The following is a summary of the fees billed by PricewaterhouseCoopers for professional services rendered for the fiscal years ended April 3, 2009 and March 28, 2008:

| Fee Category | Fiscal 2009 Fees ($) | Fiscal 2008 Fees ($) |
|---|---|---|
| Audit Fees | 1,638,602 | 1,382,263 |
| Audit-Related Fees | 145,826 | |
| Tax Fees | 48,119 | 30,490 |
| All Other Fees | 6,000 | 3,500 |
| Total Fees | 1,838,547 | 1,416,253 |

*Audit Fees.* This category includes the audit of our annual consolidated financial statements and the audit of our internal control over financial reporting, review of financial statements included in our Form 10-Q quarterly reports, and services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements.

*Audit-Related Fees.* This category consists of assurance and related services provided by PricewaterhouseCoopers that are reasonably related to the performance of the audit or review of our consolidated financial statements, and are not reported above as Audit Fees. These services include accounting consultations in connection with acquisitions, and consultations concerning financial accounting and reporting standards.

*Tax Fees.* This category consists of professional services rendered by PricewaterhouseCoopers, primarily in connection with tax compliance, tax planning and tax advice activities. These services include assistance with the preparation of tax returns, claims for refunds, value added tax compliance, and consultations on state, local and international tax matters.

*All Other Fees.* This category consists of fees for products and services other than the services reported above, including fees for subscription to PricewaterhouseCoopers on-line research tool.

**Pre-Approval Policy of the Audit Committee**

The Audit Committee has established a policy that all audit and permissible non-audit services provided by our independent registered public accounting firm will be pre-approved by the Audit Committee. These services may include audit services, audit-related services, tax services and other services. The Audit Committee considers whether the provision of each non-audit service is compatible with maintaining the independence of the independent registered public accounting firm. Pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval policy, and the fees for the services performed to date. During the 2009 fiscal year, the fees paid to PricewaterhouseCoopers shown in the table above were pre-approved in accordance with this policy.

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## PART IV

**Item 15.** ***Exhibit, Financial Statement Schedules***

(a) Documents filed as part of the report:



All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

(3) Exhibits

| Exhibit Number | Exhibit Description | Incorporated by Reference Form | File No. | Exhibit | Filing Date | Filed or Furnished Herewith |
|---|---|---|---|---|---|---|
| 3.1 | Second Amended and Restated Certificate of Incorporation of ViaSat, Inc. | 10-Q | 000-21767 | 3.1 | 11/14/2000 | |
| 3.2 | First Amended and Restated Bylaws of ViaSat, Inc. | S-3 | 333-116468 | 3.2 | 06/14/2004 | |
| 4.1 | Form of Common Stock Certificate | S-1/A | 333-13183 | 4.1 | 11/05/1996 | |
| 10.1 | Form of Indemnification Agreement between ViaSat, Inc. and each of its directors and officers | 8-K | 000-21767 | 99.1 | 03/07/2008 | |
| 10.2* | ViaSat, Inc. Employee Stock Purchase Plan, as amended | 10-K | 000-21767 | 10.10 | 06/06/2006 | |
| 10.3* | 1996 Equity Participation Plan of ViaSat, Inc. (As Amended and Restated Effective October 2, 2008) | 8-K | 000-21767 | 10.1 | 10/02/2008 | |
| 10.4* | Form of Stock Option Agreement for the 1996 Equity Participation Plan of ViaSat, Inc. | 8-K | 000-21767 | 10.2 | 10/02/2008 | |

| | | | | | |
|---|---|---|---|---|---|
| 10.5* | Form of Restricted Stock Unit Award Agreement for the 1996 Equity Participation Plan of ViaSat, Inc. | 8-K | 000-21767 | 10.3 | 10/02/2008 |
| 10.6* | Form of Executive Restricted Stock Unit Award Agreement for the 1996 Equity Participation Plan of ViaSat, Inc. | 8-K | 000-21767 | 10.4 | 10/02/2008 |

| Exhibit Number | Exhibit Description | Incorporated by Reference Form | File No. | Exhibit | Filing Date | Filed or Furnished Herewith |
| --- | --- | --- | --- | --- | --- | --- |
| 10.7 | Third Amended and Restated Revolving Loan Agreement dated October 31, 2008 between Bank of America, N.A., JPMorgan Chase Bank, N.A., Union Bank of California, N.A. and ViaSat, Inc. | 8-K | 000-21767 | 10.1 | 11/05/2008 | |
| 10.8 | Lease, dated March 24, 1998, by and between W9/LNP Real Estate Limited Partnership and ViaSat, Inc. (6155 El Camino Real, Carlsbad, California) | 10-K | 000-21767 | 10.27 | 06/29/1998 | |
| 10.9 | Amendment to Lease, dated June 17, 2004, by and between Levine Investments Limited Partnership and ViaSat, Inc. (6155 El Camino Real, Carlsbad, CA) | 10-Q | 000-21767 | 10.1 | 08/10/2004 | |
| 10.10 | Award/Contract, effective January 20, 2000, issued by Space and Naval Warfare Systems to ViaSat, Inc. | 10-Q | 000-21767 | 10.1 | 02/14/2000 | |
| 10.11 | Contract for the ViaSat Satellite Program dated as of January 7, 2008 between ViaSat, Inc. and Space Systems/Loral, Inc. | 10-Q | 000-21767 | 10.1 | 02/06/2008 | |
| 10.12 | Beam Sharing Agreement dated January 11, 2008 between ViaSat, Inc. and Loral Space & Communications, Inc. | 10-Q | 000-21767 | 10.2 | 02/06/2008 | |
| 10.13 | Amended and Restated Launch Services Agreement dated May 7, 2009 between ViaSat, Inc. and Arianespace (1) | | | | | |
| 10.14 | Contract for Launch Services dated March 5, 2009 between | | | | | |

| | | |
|---|---|---|
| | ViaSat, Inc. and ILS International Launch Services, Inc. (1) | |
| 21.1 | Subsidiaries (1) | |
| 23.1 | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (1) | |
| 24.1 | Power of Attorney (see signature page) (1) | |
| 31.1 | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Chief Executive Officer | X |

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| Exhibit Number | Exhibit Description | Form | Incorporated by Reference File No. | Exhibit | Filing Date | Filed or Furnished Herewith |
|---|---|---|---|---|---|---|
| 31.2 | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Chief Financial Officer | | | | | X |
| 32.1 | Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | | | | | X |

* Indicates management contract, compensatory plan or arrangement.

Portions of this exhibit (indicated by asterisks) have been omitted and separately filed with the Commission pursuant to a request for confidential treatment pursuant to Rule 24b-2 under the Securities Exchange Act of 1934.

(1) Previously filed as an exhibit to ViaSat s Annual Report on From 10-K for he fiscal year ended April 3, 2009, filed with the Commission on May 28,

2009.

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

| | |
|---|---|
| | VIASAT, INC. |
| Date: July 30, 2009 | By: /s/ MARK D. DANKBERG<br>Chairman and Chief Executive Officer |

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