

LAY B ALLEN  
Form 4  
September 08, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LAY B ALLEN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6155 EL CAMINO REAL  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/07/2017

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

CARLSBAD, CA 92009  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |   |                             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-----------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |                             |
| \$.0001 par value common stock  | 09/08/2017                           |  | M                              |   | 1,600   | A  | \$ 0 1,600                        | D |                             |
| \$.0001 par value common stock  | 09/08/2017                           |  | G <sup>(1)</sup>               |   | 1,600   | D  | \$ 0 0                            | D |                             |
| \$.0001 par value common stock  | 09/08/2017                           |  | G                              |   | 1,600   | A  | \$ 0 316,613                      | I | See footnote <sup>(2)</sup> |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                            |
| common stock option (right to buy)         | \$ 60.59   | 09/07/2017                           |  | A                              | 5,000   | <u>(3)</u> 09/07/2023                                    | common stock  | 5,000                      |
| restricted stock unit                      | <u>(4)</u>   | 09/07/2017                           |  | A                              | 1,600   | <u>(5)</u> <u>(6)</u>                                    | common stock  | 1,600                      |
| restricted stock unit                      | \$ 0   | 09/08/2017                           |  | M                              | 1,600   | 09/08/2017 <u>(6)</u>                                    | common stock  | 1,600                      |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LAY B ALLEN<br>6155 EL CAMINO REAL<br>CARLSBAD, CA 92009 |               | X         |         |       |

## Signatures

Kathleen K. Hollenbeck, under power of attorney  
09/08/2017  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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The restricted stock unit was granted to B. Allen Lay, a director of ViaSat, Inc. Upon vesting the shares were contributed to The Lay Living Trust.

- (2) 186,026 shares are held by Lay Ventures, L.P. Mr. Lay and his wife are general partners of Lay Ventures, L.P. In addition, Mr. Lay and his wife are the trustees of The Lay Living Trust which holds 130,587 shares. The Lay Living Trust owns a 2% interest in Lay Ventures, L.P. Mr. Lay disclaims beneficial ownership of the shares held by Lay Ventures, L.P. except to the extent of his pecuniary interest therein.
- (3) The option vests on September 7, 2018.
- (4) Each restricted stock unit represents a contingent right to receive one share of ViaSat, Inc. common stock.
- (5) Subject to the reporting person's continued service as a Director of the Issuer, this award will vest and convert into shares of common stock of the Issuer on September 7, 2018.
- (6) Until vested, the restricted stock unit shall be subject to forfeiture in the event of termination of the directorship with the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.