

Del Toro Melinda Michele  
 Form 4  
 November 21, 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 \*  
 Del Toro Melinda Michele

(Last) (First) (Middle)

6155 EL CAMINO REAL

(Street)

CARLSBAD, CA 92009

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 11/17/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	11/17/2017		M		2,917	A	\$ 0
\$.0001 par value common stock	11/17/2017		F(1)		1,097	D	\$ 73.77
\$.0001 par value common stock							
					786	I	By 401(k)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
restricted stock unit	(2)	11/17/2017		A	7,500	(3)	(4)	common stock	7,500
restricted stock unit	\$ 0	11/17/2017		M	1,250	(5)	(4)	common stock	1,250
restricted stock unit	\$ 0	11/17/2017		M	1,667	(6)	(4)	common stock	1,667

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Del Toro Melinda Michele 6155 EL CAMINO REAL CARLSBAD, CA 92009			Senior Vice President	

## Signatures

Kathleen K. Hollenbeck, under power of attorney  
 11/21/2017  
 \*\*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).
- This entry represents the number of shares of ViaSat, Inc. common stock withheld by the Issuer to satisfy the tax withholding obligation
- (1) of the Reporting Person. These shares were not sold by the Reporting Person but were instead offset from the total number of vested shares received by the Reporting Person from the Issuer.
  - (2) Each restricted stock unit represents a contingent right to receive one share of ViaSat, Inc. common stock.

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(3) Subject to the reporting person's election to defer the receipt of common stock, the units vest and convert into shares of common stock of the Issuer at a rate of 1/4 on the 13th month anniversary of the grant date; 1/4th on the second anniversary of the grant date; 1/4th on the third anniversary of the grant date and 1/4 on the fourth anniversary of the grant date.

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

The original restricted stock unit grant was for 5,000 restricted stock units on 11/17/2014. Subject to the reporting persons's continued employment with the Issuer, the units vest and convert into shares of common stock (on a 1-for-1 basis) in four (4) equal annual installments beginning on 11/17/2015.

(6) The original restricted stock unit grant was for 6,667 restricted stock units on 11/17/2015. Subject to the reporting persons election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1 for 1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary and 1/4 on the fourth anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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