

VIASAT INC

Form 4

December 12, 2014

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BALDRIDGE RICHARD A

(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)
12/10/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/10/2014		M		4,584	A	\$ 0
					4,584		
\$.0001 par value common stock	12/10/2014		F ⁽¹⁾		2,391	D	\$ 63.23
					2,193		
\$.0001 par value common stock	12/10/2014		G ⁽²⁾		2,193	D	\$ 0
					0		

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\$.0001 par
 value
 common 12/10/2014 G 2,193 A \$ 0 133,514 I By Trust
 stock
 \$.0001 par
 value
 common 1,717 I By 401(k)
 stock

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

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 information contained in this form are not
 required to respond unless the form
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SEC 1474
 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
restricted stock unit	\$ 0	12/10/2014		M	4,584	(3)	(4)	common stock	4,584	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BALDRIDGE RICHARD A 6155 EL CAMINO REAL CARLSBAD, CA 92009	Chief Operating Officer

Signatures

Kathleen K. Hollenbeck, under power of
 attorney 12/11/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This entry represents the number of shares of ViaSat, Inc. common stock withheld by the Issuer to satisfy the tax withholding obligation of the Reporting Person. These shares were not sold by the Reporting Person but were instead offset from the total number of vested shares received by the Reporting Person from the Issuer.

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

(3) The original restricted stock unit grant was for 18,333 restricted stock units on 11/14/2013. Subject to the Reporting Person's 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.

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

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

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