

Chandran Girish
Form 4
November 20, 2018

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 *
Chandran Girish

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

6155 EL CAMINO REAL

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP and CTO

(Street)

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

CARLSBAD, CA 92009

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| \$.0001 par value common stock | 11/17/2018 | | M | 3,250 A \$ 0 | 11,690 | D | |
| \$.0001 par value common stock | 11/19/2018 | | F ⁽¹⁾ | 1,713 D \$ 69.05 | 9,977 | D | |
| \$.0001 par value common stock | | | | | 1,938 ⁽²⁾ | I | By 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | |
| restricted stock unit | \$ 0 | 11/17/2018 | | M | 1,000 | (3) | (4) | common stock | 1,000 |
| restricted stock unit | \$ 0 | 11/17/2018 | | M | 1,000 | (5) | (4) | common stock | 1,000 |
| restricted stock unit | \$ 0 | 11/17/2018 | | M | 1,250 | (6) | (4) | common stock | 1,250 |
| restricted stock unit | (7) | 11/19/2018 | | A | 5,833 | (8) | (4) | common stock | 5,833 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chandran Girish 6155 EL CAMINO REAL CARLSBAD, CA 92009 | | | VP and CTO | |

Signatures

Kathleen K. Hollenbeck, under power of attorney
11/20/2018

__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

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shares received by the Reporting Person from the Issuer.

- (2) Includes 197 shares of common stock the reporting person acquired under the Viasat 401(k)Plan, since the date of the reporting person's last ownership report.

The original restricted stock unit grant was for 4,000 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.

- (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 4,000 restricted stock units on 11/17/2015. 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 11/17/2016.

- (6) The original restricted stock unit grant was for 5,000 restricted stock units on 11/17/2016. 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 11/17/2017.

- (7) Each restricted stock unit represents a contingent right to receive one share of Viasat, Inc. common stock.

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.

(8) 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.