

VIASAT INC  
Form DEF 14A  
July 25, 2014  
Table of Contents

## SCHEDULE 14A INFORMATION

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

## VIASAT, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:

(4) Date Filed:

Table of Contents

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**September 17, 2014**

**8:30 a.m. Pacific Time**

Dear Fellow Stockholder:

You are cordially invited to attend our 2014 annual meeting of stockholders, which will be held on September 17, 2014 at 8:30 a.m. Pacific Time at the corporate offices of ViaSat located at 6155 El Camino Real, Founders Hall, Carlsbad, California. We are holding the annual meeting for the following purposes:

1. To elect Mark Dankberg and Harvey White to serve as Class III Directors for a three-year term to expire at the 2017 annual meeting of stockholders.
2. To ratify the appointment of PricewaterhouseCoopers LLP as ViaSat's independent registered public accounting firm for the fiscal year ending April 3, 2015.
3. To conduct an advisory vote on executive compensation.
4. To transact other business that may properly come before the annual meeting or any adjournments or postponements of the meeting.

These items are fully described in the proxy statement, which is part of this notice. We have not received notice of other matters that may be properly presented at the annual meeting.

All stockholders of record as of July 21, 2014, the record date, are entitled to vote at the annual meeting. **Your vote is very important. Whether or not you expect to attend the annual meeting in person, please sign, date and return the enclosed proxy card as soon as possible to ensure that your shares are represented at the annual meeting.** If your shares are held in street name, which means your shares are held of record by a broker, bank or other financial institution, you must provide your broker, bank or financial institution with instructions on how to vote your shares.

By Order of the Board of Directors

Mark Dankberg

Chairman of the Board and

Edgar Filing: VIASAT INC - Form DEF 14A

Chief Executive Officer

Carlsbad, California

July 25, 2014

**YOUR VOTE IS IMPORTANT.**

**WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON,**

**PLEASE SIGN, DATE AND RETURN THE ACCOMPANYING PROXY CARD.**

**Table of Contents****TABLE OF CONTENTS**

<b><u>GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING</u></b>	<b>1</b>
<b><u>CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS</u></b>	<b>5</b>
<u>Board Responsibilities</u>	5
<u>Board Leadership and Independence</u>	5
<u>Board Structure and Committee Composition</u>	6
<u>Director Nomination Process</u>	7
<u>Communications with the Board</u>	8
<b><u>PROPOSAL 1: ELECTION OF DIRECTORS</u></b>	<b>9</b>
<u>Overview</u>	9
<u>Class III Directors with Terms Expiring at this Annual Meeting</u>	9
<u>Class I Directors with Terms Expiring in 2015</u>	10
<u>Class II Directors with Terms Expiring in 2016</u>	10
<u>Recommendation of the Board</u>	11
<b><u>PROPOSAL 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u></b>	<b>12</b>
<u>Overview</u>	12
<u>Principal Accountant Fees and Services</u>	12
<u>Pre-Approval Policy of the Audit Committee</u>	13
<u>Recommendation of the Board</u>	13
<b><u>PROPOSAL 3: ADVISORY VOTE ON EXECUTIVE COMPENSATION</u></b>	<b>14</b>
<u>Overview</u>	14
<u>Recommendation of the Board</u>	14
<b><u>OWNERSHIP OF SECURITIES</u></b>	<b>15</b>
<u>Beneficial Ownership Table</u>	15
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	17
<u>Hedging, Short Sale and Pledging Policies</u>	17
<b><u>EXECUTIVE COMPENSATION</u></b>	<b>18</b>
<u>Compensation Discussion and Analysis</u>	18
<u>Compensation Committee Report</u>	27
<u>Summary Compensation Table</u>	28
<u>Grants of Plan-Based Awards in Fiscal Year 2014</u>	29
<u>Outstanding Equity Awards at 2014 Fiscal Year End</u>	30
<u>Option Exercises and Stock Vested in Fiscal Year 2014</u>	31
<u>Equity Compensation Plan Information</u>	31
<u>Pension Benefits</u>	32
<u>Nonqualified Deferred Compensation</u>	32
<u>Potential Payments Upon Termination</u>	32
<u>Director Compensation</u>	33
<u>Compensation Committee Interlocks and Insider Participation</u>	34
<b><u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u></b>	<b>35</b>
<u>Review and Approval of Related Party Transactions</u>	35
<u>Related Party Transactions</u>	35
<b><u>AUDIT COMMITTEE REPORT</u></b>	<b>36</b>
<b><u>OTHER MATTERS</u></b>	<b>37</b>

**Table of Contents**

**6155 El Camino Real**

**Carlsbad, California 92009**

**PROXY STATEMENT**

The Board of Directors of ViaSat, Inc. is soliciting the enclosed proxy for use at the annual meeting of stockholders to be held on September 17, 2014 at 8:30 a.m. Pacific Time at the corporate offices of ViaSat located at 6155 El Camino Real, Founders Hall, Carlsbad, California, and at any adjournments or postponements of the meeting, for the purposes set forth in the Notice of Annual Meeting of Stockholders.

**GENERAL INFORMATION**

**ABOUT THE ANNUAL MEETING AND VOTING**

**Why am I receiving this proxy statement?**

We sent you this proxy statement and the enclosed proxy card because ViaSat's Board of Directors is soliciting your proxy to vote at the 2014 annual meeting of stockholders. This proxy statement summarizes the information you need to know to vote at the annual meeting. All stockholders who find it convenient to do so are cordially invited to attend the annual meeting in person. However, you do not need to attend the meeting to vote your shares. Instead, you may simply sign, date and return the enclosed proxy card.

We intend to begin mailing this proxy statement, the attached notice of annual meeting and the enclosed proxy card on or about July 25, 2014 to all stockholders of record entitled to vote at the annual meeting. Only stockholders who owned ViaSat common stock on the record date, July 21, 2014, are entitled to vote at the annual meeting. On this record date, there were approximately 46,705,298 shares of ViaSat common stock outstanding. Common stock is our only class of stock entitled to vote. We are also sending along with this proxy statement our fiscal year 2014 annual report, which includes our financial statements.

**What am I voting on?**

The items of business scheduled to be voted on at the annual meeting are:

*Proposal 1:* The election of Mark Dankberg and Harvey White to serve as Class III Directors for a three-year term to expire at the 2017 annual meeting of stockholders.

*Proposal 2:* The ratification of the appointment of PricewaterhouseCoopers as ViaSat's independent registered public accounting firm for the 2015 fiscal year.

*Proposal 3:* The advisory vote on executive compensation.

We also will consider any other business that properly comes before the annual meeting.

**How does the Board recommend that I vote?**

Our Board of Directors unanimously recommends that you vote:

**FOR** the election of the director nominees listed in this proxy statement (Proposal 1);

**FOR** the ratification of the appointment of PricewaterhouseCoopers as ViaSat's independent registered public accounting firm (Proposal 2); and

**FOR** the approval of executive compensation (Proposal 3).

## **Table of Contents**

### **How many votes do I have?**

You are entitled to one vote for every share of ViaSat common stock that you own as of July 21, 2014.

### **How do I vote by proxy?**

Your vote is important. Whether or not you plan to attend the annual meeting in person, we urge you to sign, date and return the enclosed proxy card as soon as possible to ensure that your vote is recorded promptly. Returning the proxy card will not affect your right to attend the annual meeting or vote your shares in person.

If you complete and submit your proxy card, the persons named as proxies will vote your shares in accordance with your instructions. If you submit a proxy card but do not fill out the voting instructions on the proxy card, your shares will be voted as recommended by the Board of Directors.

If any other matters are properly presented for voting at the annual meeting, or any adjournments or postponements of the annual meeting, the proxy card will confer discretionary authority on the individuals named as proxies to vote your shares in accordance with their best judgment. As of the date of this proxy statement, we have not received notice of other matters that may properly be presented for voting at the annual meeting.

### **May I revoke my proxy?**

If you give us your proxy, you may revoke it at any time before your proxy is voted at the annual meeting. You may revoke your proxy in any of the following three ways:

you may send in another signed proxy card bearing a later date;

you may deliver a written notice of revocation to ViaSat's Corporate Secretary prior to the annual meeting; or

you may notify ViaSat's Corporate Secretary in writing before the annual meeting and vote in person at the meeting.

If your shares are held in street name, which means your shares are held of record by a broker, bank or other financial institution, you must contact your broker, bank or financial institution to revoke any prior instructions.

### **How do I vote in person?**

If you plan to attend the annual meeting and wish to vote in person, we will give you a ballot when you arrive. Even if you plan to attend the annual meeting, we recommend that you also vote by proxy as described above so that your vote will be counted if you later decide not to attend the meeting.

### **What if my shares are held by a broker, bank or other financial institution?**

If you are the beneficial owner of shares held by a broker, bank or other financial institution, then your shares are held in street name and the organization holding your shares is considered to be the stockholder of record for purposes of voting at the annual meeting. As the beneficial owner, you have the right to direct your broker, bank or other financial institution regarding how to vote your shares. You are also invited to attend the annual meeting. However, since you are not the stockholder of record, you may not vote in person at the meeting unless you bring to the meeting a legal proxy from the record holder of the shares (your broker, bank or other financial institution). The legal proxy will give you the right to vote the shares at the meeting.

### **Can I vote via the internet or by telephone?**

If your shares are registered in the name of a broker, bank or other financial institution, you may be eligible to vote your shares electronically over the internet or by telephone. A large number of banks and brokerage firms offer internet and telephone voting. If the broker, bank or other



## Edgar Filing: VIASAT INC - Form DEF 14A

financial institution holding your shares does not offer internet or telephone voting information, please complete and return your proxy card or voting instruction card in the self-addressed, postage-paid envelope provided.

---

## **Table of Contents**

### **How can I attend the annual meeting?**

You are entitled to attend the annual meeting only if you were a ViaSat stockholder or joint holder as of the record date, July 21, 2014, or you hold a valid proxy for the annual meeting. You should be prepared to present valid government issued photo identification for admittance. If you are a stockholder of record, your name will be verified against the list of stockholders of record on the record date prior to your admission to the annual meeting. If you are not a stockholder of record but hold shares in street name, you should provide proof of beneficial ownership by bringing either a copy of the voting instruction card provided by your broker or a copy of a brokerage statement showing your share ownership as of July 21, 2014. If you do not provide photo identification or comply with the other procedures outlined above, you will not be admitted to the annual meeting. The use of cell phones, smartphones, pagers, recording and photographic equipment and/or computers is not permitted at the annual meeting.

### **What constitutes a quorum?**

A quorum is present when at least a majority of the outstanding shares entitled to vote are represented at the annual meeting either in person or by proxy. This year, approximately 23,352,650 shares must be represented to constitute a quorum at the meeting and permit us to conduct our business.

### **What vote is required to approve each proposal?**

In the election of directors, the two nominees for director who receive the highest number of affirmative votes will be elected as directors. All other proposals require the affirmative vote of a majority of the votes cast on that proposal. Voting results will be tabulated and certified by our transfer agent, Computershare.

### **What will happen if I abstain from voting or fail to vote?**

Shares held by persons attending the annual meeting but not voting, and shares represented by proxies that reflect abstentions as to a particular proposal will be counted as present for purposes of determining the presence of a quorum.

Shares represented by proxies that reflect a broker non-vote will be counted for purposes of determining whether a quorum exists. A broker non-vote occurs when a broker, bank or other financial institution holding shares in street name for a beneficial owner has not received instructions from the beneficial owner and does not have discretionary authority to vote the shares for a particular proposal. Under the rules of various national and regional securities exchanges, the organization that holds your shares in street name has discretionary authority to vote only on routine matters and cannot vote on non-routine matters. The only proposal at the meeting that is considered a routine matter under applicable rules is the proposal to ratify the appointment of PricewaterhouseCoopers as ViaSat's independent registered public accounting firm for the 2015 fiscal year. Therefore, unless you provide voting instructions to the broker, bank or other financial institution holding shares on your behalf, they will not have discretionary authority to vote your shares on any of the other proposals described in this proxy statement. Please vote your proxy or provide voting instructions to the broker, bank or other financial institution holding your shares so your vote on the other proposals will be counted.

In tabulating the voting results for each proposal, neither abstentions nor shares that constitute broker non-votes are considered votes cast on that proposal. Thus, abstentions and broker non-votes will not affect the outcome of any matter being voted on at the meeting, assuming that a quorum is obtained.

### **What are the costs of soliciting these proxies?**

We will pay the entire cost of soliciting these proxies, including the preparation, assembly, printing and mailing of this proxy statement and any additional solicitation material that we may provide to stockholders. In addition to the mailing of the notices and these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities. We will reimburse brokerage houses and other custodians, nominees and fiduciaries for forwarding proxy and solicitation materials to stockholders.

**Table of Contents**

**I share an address with another stockholder, but we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?**

If you share an address with another stockholder, you may receive only one set of proxy materials unless you have provided contrary instructions. The rules promulgated by the Securities and Exchange Commission, or SEC, permit companies, brokers, banks or other financial institutions to deliver a single copy of a proxy statement and annual report to households at which two or more stockholders reside. This practice, known as householding, is designed to reduce duplicate mailings, save significant printing and postage costs, and conserve natural resources. Stockholders will receive only one copy of our proxy statement and annual report if they share an address with another stockholder, have been previously notified of householding by their broker, bank or other financial institution, and have consented to householding, either affirmatively or implicitly by not objecting to householding. If you would like to opt out of this practice for future mailings, and receive separate annual reports and proxy statements for each stockholder sharing the same address, please contact your broker, bank or financial institution. You may also obtain a separate annual report or proxy statement without charge by sending a written request to ViaSat, Inc., Attention: Investor Relations, 6155 El Camino Real, Carlsbad, California 92009, by email at [ir@viasat.com](mailto:ir@viasat.com) or by telephone at (760) 476-2633. We will promptly send additional copies of the annual report or proxy statement upon receipt of such request.

**Important notice regarding the availability of proxy materials for the ViaSat annual meeting of stockholders to be held on September 17, 2014.**

Under rules adopted by the SEC, we are also furnishing proxy materials to our stockholders via the internet. This process is designed to expedite stockholders' receipt of proxy materials, lower the cost of the annual meeting and help conserve natural resources. **This proxy statement and our annual report to stockholders are available on the Investor Relations section of our website at [investors.viasat.com](http://investors.viasat.com).** If you are a stockholder of record, you can elect to access future proxy statements and annual reports electronically by marking the appropriate box on your proxy card. Choosing to receive your future proxy materials electronically will help us conserve natural resources and reduce the costs of printing and distributing our proxy materials. If you choose this option, your choice will remain in effect until you notify our transfer agent, Computershare, by mail that you wish to resume mail delivery of these documents. If you hold your shares in street name, please refer to the information provided by your broker, bank or other financial institution for instructions on how to elect this option.

---

**Table of Contents**

**CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**

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](http://investors.viasat.com).

**Board Responsibilities**

*Primary Responsibilities.* The Board of Directors is the company's governing body, responsible for overseeing ViaSat's Chief Executive Officer and other senior management in the competent and ethical operation of the company on a day-to-day basis and assuring that the long-term interests of the stockholders are being served. To satisfy its duties, directors are expected to take a proactive, focused approach to their position, and set standards to ensure that the company is committed to business success through the maintenance of high standards of responsibility and ethics.

*Risk Oversight.* We take a comprehensive approach to risk management which is reflected in the reporting processes by which our management provides timely and comprehensive information to the Board to support the Board's role in oversight, approval and decision-making. Our senior management is responsible for assessing and managing the company's various exposures to risk on a day-to-day basis, including the creation of appropriate risk management programs and policies. The Board is responsible for overseeing management in the execution of its responsibilities and for assessing the company's approach to risk management. The Board exercises these responsibilities periodically as part of its meetings and also through the Board's committees, each of which examines various components of enterprise risk as it pertains to the committee's area of oversight. In addition, an overall review of risk is inherent in the Board's consideration of the company's long-term strategies and in the transactions and other matters presented to the Board, including capital expenditures, acquisitions and divestitures, and financial matters.

**Board Leadership and Independence**

Mark Dankberg, our Chief Executive Officer, serves as the Chairman of the Board. Currently, the Board believes this leadership structure provides the most efficient and effective leadership model for ViaSat by enhancing the Chairman and Chief Executive Officer's ability to provide clear insight and direction of business strategies and plans to both the Board and management. The Board regularly evaluates its leadership structure and currently believes ViaSat can most effectively execute its business strategies and plans if the Chairman is also a member of the management team. A single person, acting in the capacities of Chairman and Chief Executive Officer, promotes unity of vision and leadership, which allows for a single, clear focus for management to execute the company's business strategies and plans. While we have not currently designated a lead independent director, we believe that ViaSat's unitary leadership structure is appropriately balanced by sound corporate governance principles, the effective oversight of management by non-employee directors and the strength of ViaSat's independent directors.

The criteria established by The Nasdaq Stock Market, or Nasdaq, for director independence include various objective standards and a subjective test. 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. 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 a controlling shareholder 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.

None of the directors were disqualified from independent status under the objective standards, other than Mr. Dankberg, who does not qualify as independent because he is a ViaSat employee. The subjective evaluation

**Table of Contents**

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 contravene the Nasdaq objective standards but was identified by the Nomination, Evaluation and Corporate Governance Committee for further consideration by the Board under the subjective standard: Mr. Stenbit is a non-employee director of Loral Space & Communications Inc., a company which is adverse to us in legal proceedings. For a discussion of patent infringement litigation involving Loral Space & Communications Inc., please see the Legal Proceedings section in Item 3 of our annual report on Form 10-K and in Part II, Item 1 of our quarterly reports on Form 10-Q. 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 Mr. Dankberg 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, Evaluation and Corporate Governance Committee qualify as independent directors as defined by Nasdaq.

**Board Structure and Committee Composition**

As of the date of this proxy statement, our Board of Directors has seven directors and the following four standing committees: (1) Audit Committee, (2) Compensation and Human Resources Committee, (3) Nomination, Evaluation and Corporate Governance Committee, and (4) Banking and 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](http://investors.viasat.com). During our fiscal year ended April 4, 2014, the Board held seven 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, Evaluation and Corporate Governance Committee	Banking and Finance Committee
Mark Dankberg				Member
Robert Bowman (1)			Member	Member
Robert Johnson	Member		Chair	
B. Allen Lay	Member			Chair
Jeffrey Nash	Member	Chair		
John Stenbit		Member	Member	
Harvey White	Chair	Member		
<b>Number of Meetings in Fiscal Year 2014</b>	5	7	2	2

(1) Mr. Bowman was appointed as a director and member of the Nomination, Evaluation and Corporate Governance and Banking and Finance Committees on April 26, 2013.

*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

## **Table of Contents**

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. The responsibilities and activities of the Audit Committee are described in greater detail in the Audit Committee Report.

*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. 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 the Compensation Discussion and Analysis section of this proxy statement.

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

*Banking and Finance Committee.* The Banking and 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.

## **Director Nomination Process**

The Nomination, Evaluation and Corporate Governance Committee is responsible for reviewing and assessing the appropriate skills and characteristics required of Board members in the context of the current size and membership of the Board. This assessment includes a consideration of personal and professional integrity, experience in corporate management, experience in our industry, experience as a board member of other publicly-held companies, diversity of expertise and experience, practical and mature business judgment, and with respect to current directors, performance on the ViaSat Board. These factors, and any other qualifications considered useful by the Nomination, Evaluation and Corporate Governance Committee, are reviewed in the context of an assessment of the perceived needs of the Board at a particular point in time. As a result, the priorities and emphasis of the Nomination, Evaluation and Corporate Governance Committee with regard to these factors may change from time to time to take into account changes in our business and other trends, as well as the portfolio of skills and experience of current and prospective Board members.

In recommending candidates for election to the Board of Directors, the Nomination, Evaluation and Corporate Governance Committee considers nominees recommended by directors, management and stockholders using the same criteria to evaluate all candidates. The Nomination, Evaluation and Corporate Governance Committee reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nomination, Evaluation and Corporate Governance Committee would recommend the candidate for consideration by the full Board of Directors. The Nomination, Evaluation and Corporate Governance Committee may engage consultants or third party search firms to assist in identifying and evaluating potential nominees.

**Table of Contents**

The Nomination, Evaluation and Corporate Governance Committee will consider candidates recommended by any stockholder who has held our common stock for at least one year and who holds a minimum of 1% of our outstanding shares. When submitting candidates for nomination, stockholders must follow the notice procedures and provide the information specified in the section titled Other Matters. In addition, the recommendation must include the following: (1) the name and address of the stockholder and the beneficial owner (if any) on whose behalf the nomination is proposed, (2) a detailed resumé of the nominee, and the signed consent of the nominee to serve if elected, (3) the stockholder's reason for making the nomination, including an explanation of why the stockholder believes the nominee is qualified for service on our Board, (4) proof of the number of shares of our common stock owned by the record owner and the beneficial owner (if any) on whose behalf the record owner is proposing the nominee, (5) a description of any arrangements or understandings between the stockholder, the nominee and any other person regarding the nomination, (6) a description of any material interest of the stockholder and the beneficial owner (if any) on whose behalf the nomination is proposed, and (7) information regarding the nominee that would be required to be included in our proxy statement by the rules of the SEC, including the nominee's age, business experience, directorships, and involvement in legal proceedings during the past ten years.

**Communications with the Board**

Any stockholder wishing to communicate with any of our directors regarding corporate matters may write to the director, c/o General Counsel, ViaSat, Inc., 6155 El Camino Real, Carlsbad, California 92009. The General Counsel will forward such communications to each member of our Board of Directors; provided that, if in the opinion of the General Counsel it would be inappropriate to send a particular stockholder communication to a specific director, such communication will only be sent to the remaining directors (subject to the remaining directors concurring with such opinion). Certain correspondence such as spam, junk mail, mass mailings, product complaints or inquiries, job inquiries, surveys, business solicitations or advertisements, or patently offensive or otherwise inappropriate material may be forwarded elsewhere within the company for review and possible response.

**Table of Contents****PROPOSAL 1:****ELECTION OF DIRECTORS****Overview**

The authorized number of directors is presently seven. In accordance with our certificate of incorporation, we divide our Board of Directors into three classes, with Class I and Class III consisting of two members, and Class II consisting of three members. We elect one class of directors to serve a three-year term at each annual meeting of stockholders. At this year's annual meeting of stockholders, we will elect two Class III Directors to hold office until the 2017 annual meeting. At next year's annual meeting of stockholders, we will elect two Class I directors to hold office until the 2018 annual meeting, and the following year, we will elect three Class II Directors to hold office until the 2019 annual meeting. Thereafter, elections will continue in a similar manner at subsequent annual meetings. Each elected director will continue to serve until his successor is duly elected or appointed.

The Board of Directors unanimously nominated Mark Dankberg and Harvey White as Class III nominees for election to the Board. Unless proxy cards are otherwise marked, the persons named as proxies will vote all proxies received **FOR** the election of Mr. Dankberg and Mr. White. If any director nominee is unable or unwilling to serve as a nominee at the time of the annual meeting, the persons named as proxies may vote either (1) for a substitute nominee designated by the present Board to fill the vacancy or (2) for the balance of the nominees, leaving a vacancy. Alternatively, the Board may reduce the size of the Board. The Board has no reason to believe that any of the nominees will be unable or unwilling to serve if elected as a director.

The following table sets forth for each nominee to be elected at the annual meeting and for each director whose term of office will extend beyond the annual meeting, the age of each nominee or director, the positions currently held by each nominee or director with ViaSat, the year in which each nominee's or director's current term will expire, and the class of director of each nominee or director.

Name	Age	Position with ViaSat	Term Expires	Class
Mark Dankberg	59	Chairman and Chief Executive Officer	2014	III
Robert Bowman	59	Director	2016	II
Robert Johnson	64	Director	2015	I
B. Allen Lay	79	Director	2016	II
Jeffrey Nash	66	Director	2016	II
John Stenbit	74	Director	2015	I
Harvey White	80	Director	2014	III

**Class III Directors with Terms Expiring at this Annual Meeting**

*Mark 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 provides our Board with significant operational, business and technological expertise in the satellite and communications industry, and intimate knowledge of the issues facing our management. Mr. Dankberg also has significant expertise and perspective as a member of the boards of directors of companies in various industries, including communications. Mr. Dankberg serves as a director of TrellisWare Technologies, Inc., a majority-owned subsidiary of ViaSat that develops advanced signal processing technologies for communication applications, and was a director of REMEC, Inc. In addition, Mr. Dankberg serves on the board of Minnetronix, Inc., a privately-held medical device and design company, and was elected to the Rice University Board of Trustees in 2013. 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.



---

**Table of Contents**

*Harvey White* has been a director of ViaSat since May 2005. Mr. White provides our Board with significant operational, management and leadership expertise as an executive of large complex organizations in various industries, including wireless communications. 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. Leap Wireless filed a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code in April 2003, and completed its financial restructuring and emerged from bankruptcy in August 2004. Prior to Leap Wireless, Mr. White was a co-founder of QUALCOMM Incorporated (Nasdaq: QCOM) where he held various positions including director, President and Chief Operating Officer. Mr. White also has significant expertise and perspective as a member of the boards of directors of private and public companies in various industries. Mr. White formerly served on the board of directors of Applied Micro Circuits Corporation (Nasdaq: AMCC) and Motive, Inc. Mr. White attended West Virginia Wesleyan College and Marshall University where he earned a B.A. degree in Economics.

**Class I Directors with Terms Expiring in 2015**

*Dr. Robert Johnson* has been a director of ViaSat since 1986. Dr. Johnson brings significant business and corporate finance expertise to our Board through his role as an investor in companies in various industries. Dr. 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 1983. Dr. Johnson earned B.S. and M.S. degrees in Electrical Engineering from Stanford University and M.B.A. and D.B.A. degrees from the Harvard Business School.

*John Stenbit* has been a director of ViaSat since August 2004, and is a consultant for various government and commercial clients. Mr. Stenbit provides our Board with significant technological, defense and national security expertise as a result of his distinguished career of government service focused on the communications, aerospace and satellite fields. 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, Eindhoven, Netherlands. Mr. Stenbit has chaired the Science Advisory Panel to the Director of the Central Intelligence Agency and for the Administrator of the Federal Aviation Administration. He also has significant expertise and perspective as a member of the boards of directors of private and public companies in various industries. Mr. Stenbit currently serves on the board of directors of Loral Space & Communications Inc. (Nasdaq: LORL) and Defense Group Inc., a private corporation. He also serves on the board of trustees of The Mitre Corp., a not-for-profit corporation, and as a member of the Advisory Boards of the National Security Agency, the Missile Defense Agency and the Science Advisory Group of the U.S. Strategic Command. Mr. Stenbit previously served as a director of Cogent, Inc., SM&A Corporation and SI International, Inc.

**Class II Directors with Terms Expiring in 2016**

*Robert Bowman* has served as a director of ViaSat since April 2013. Mr. Bowman provides valuable insights to our Board as a result of his experience as a Chief Executive Officer of various media companies, his knowledge of digital media, and his extensive financial experience in both the public and private sectors. Mr. Bowman serves as President and Chief Executive Officer of Major League Baseball Advanced Media, L.P., which manages the interactive and internet rights for Major League Baseball, a position he has held since its inception in 2000. Prior to joining MLB Advanced Media, he was President and Chief Operations Officer of ITT Corporation from 1995 to 2000, where he previously served as Chief Financial Officer from 1991 to 1995. Mr. Bowman served as Treasurer of the State of Michigan from 1983 to 1990, overseeing its tax policy and collection and the state's pension fund. He currently serves as President of the Michigan Education Trust and as a member of the board of directors of Take-Two Interactive Software, Inc. and Vince Holding Corp. Mr. Bowman also formerly served on the board of directors of Blockbuster Inc., The Warnaco Group, Inc. and World Wrestling Entertainment, Inc.

**Table of Contents**

*B. Allen Lay* has been a director of ViaSat since 1996. Mr. Lay brings significant business and financial expertise to our Board due to his background as an investor in companies in various fields. 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 also has significant expertise and perspective as a member of the boards of directors of companies in various industries, including software and hardware. Mr. Lay formerly served as the President and Chief Operating Officer of CADO Systems, and Chief Executive Officer of Meridian Data Inc. and Westbrae Natural Inc. He has served on a number of boards of directors of companies both private and public, and currently serves on the board of directors of Carley Lamps, LLC and NPI, LLC.

*Dr. Jeffrey Nash* has been a director of ViaSat since 1987. Dr. Nash provides our Board with significant operational and financial expertise due to his background as an executive of, investor in, and consultant to technology companies in various fields, including communications, aerospace and defense. From 2003 to 2009, Dr. Nash was President and Chairman of Inclined Plane Inc., a privately-held consulting and intellectual property development company serving the defense, communications and media industries. Dr. Nash also brings significant expertise and perspective through his service as a member of the boards of directors of private and public companies in various industries, including defense. Dr. Nash previously served as a director of REMEC, Inc., a former manufacturer of microwave products for defense, commercial communications and related applications, and Pepperball Technologies, Inc., a former manufacturer of non-lethal personal defense equipment for law enforcement, security and personal defense applications.

**Recommendation of the Board**

The Board of Directors unanimously recommends that you vote **FOR** the election of Mr. Dankberg and Mr. White.

**Table of Contents**

**PROPOSAL 2:**

**RATIFICATION OF APPOINTMENT OF**

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**Overview**

The Audit Committee has selected PricewaterhouseCoopers LLP as ViaSat's independent registered public accounting firm for our fiscal year ending April 3, 2015. PricewaterhouseCoopers has served as our independent registered public accounting firm since the fiscal year ended March 31, 1992. Representatives of PricewaterhouseCoopers are expected to be present at the annual meeting, will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Stockholder ratification of the selection of PricewaterhouseCoopers as our independent registered public accounting firm is not required by our bylaws or otherwise. However, we are submitting the selection of PricewaterhouseCoopers to the stockholders for ratification as a matter of good corporate practice. If the selection is not ratified, the Audit Committee will reconsider whether or not to retain PricewaterhouseCoopers, and may retain that firm or another without re-submitting the matter to the stockholders. Even if the selection is ratified, the Audit Committee may, in its discretion, direct the appointment of a different firm at any time during the year if it determines that such a change would be in the best interests of the company and its stockholders.

**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 4, 2014 and March 29, 2013:

<b>Fee Category</b>	<b>FY 2014 Fees (\$)</b>	<b>FY 2013 Fees (\$)</b>
Audit Fees	1,979,025	1,971,494
Audit-Related Fees		92,263
Tax Fees	81,340	84,036
All Other Fees	67,600	110,435
<b>Total Fees</b>	<b>2,217,965</b>	<b>2,258,228</b>

*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.

**Table of Contents**

**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 fiscal year 2014, the fees paid to PricewaterhouseCoopers shown in the table above were pre-approved in accordance with this policy.

**Recommendation of the Board**

The Board of Directors unanimously recommends that you vote **FOR** the ratification of the appointment of PricewaterhouseCoopers as ViaSat's independent registered public accounting firm.

**Table of Contents**

**PROPOSAL 3:**

**ADVISORY VOTE ON EXECUTIVE COMPENSATION**

**Overview**

We are providing ViaSat stockholders with an opportunity to cast an advisory vote to endorse or not endorse the compensation of our Named Executive Officers (defined below) as disclosed in this proxy statement in accordance with the SEC's compensation disclosure rules. This proposal, commonly known as a say-on-pay proposal, gives our stockholders the opportunity to express their views on the design and effectiveness of our executive compensation program. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the compensation philosophy, policies and practices described in this proxy statement.

At our last annual meeting of stockholders held in September 2013, an overwhelming majority of the votes cast on the say-on-pay proposal were voted in favor of the proposal. We were gratified that, at our last annual meeting, approximately 91% of the votes cast by our stockholders supported our executive compensation program. Our Board of Directors believes this affirms stockholders' support of ViaSat's approach to executive compensation.

Consistent with ViaSat's compensation philosophy described more fully in the Compensation Discussion and Analysis section of this proxy statement, our executive compensation program has been designed to encourage high performance, promote accountability and align the interests of our executives with the interests of our stockholders by linking a substantial portion of compensation to the company's performance. The program is designed to reward superior performance and provide financial consequences for underperformance. The program is also designed to attract, retain and motivate a talented team of executives with superior ability, experience and leadership to grow the company's business and build stockholder value. We urge stockholders to read the Compensation Discussion and Analysis section of this proxy statement, which describes in more detail how our compensation policies and procedures operate and are designed to achieve our compensation objectives, as well as the Summary Compensation Table and other related compensation tables and disclosure, which provide detailed information on the compensation of our Named Executive Officers. We believe that our executive compensation program fulfills these objectives and that the compensation of our Named Executive Officers is instrumental in contributing to ViaSat's long-term success.

We request stockholder approval, on an advisory basis, of the compensation of ViaSat's Named Executive Officers, as disclosed in ViaSat's proxy statement for the 2014 annual meeting of stockholders pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related compensation tables and disclosure.

While this advisory vote is non-binding, our Board of Directors values the opinions that our stockholders express in their votes and will, as a matter of good corporate practice, take into account the outcome of the vote when considering future compensation decisions.

Consistent with the preference of our stockholders as reflected in our prior non-binding advisory vote on the frequency of future say-on-pay votes, this say-on-pay advisory vote will be presented on an annual basis unless otherwise disclosed. Following this year's advisory vote, the next scheduled say-on-pay advisory vote will take place at our 2015 annual meeting of stockholders.

**Recommendation of the Board**

The Board of Directors unanimously recommends that you vote **FOR** the approval of the compensation of the Named Executive Officers as disclosed in this proxy statement.

**Table of Contents****OWNERSHIP OF SECURITIES****Beneficial Ownership Table**

The following table sets forth information known to us regarding the ownership of ViaSat common stock as of July 1, 2014 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.

<b>Name of Beneficial Owner (1)</b>	<b>Amount and Nature of Beneficial Ownership (2)</b>	<b>Percent Beneficial Ownership (%) (3)</b>
<b>Directors and Officers:</b>		
Mark Dankberg	1,955,441(4)	4.2
Robert Johnson	678,896(5)	1.5
B. Allen Lay	385,613(6)	*
Jeffrey Nash	373,165(7)	*
Richard Baldrige	332,201(8)	*
Harvey White	73,700(9)	*
John Stenbit	45,300(10)	*
Keven Lippert	31,803(11)	*
Bruce Dirks	14,858(12)	*
Shawn Duffy	6,578	*
Ken Peterman	5,704(13)	*
Robert Bowman	4,000(14)	*
All directors and executive officers as a group (17 persons)	4,886,085	10.2
<b>Other 5% Stockholders:</b>		
The Baupost Group, L.L.C.	11,129,200(15)	23.8
FPR Partners, LLC	4,814,005(16)	10.3
BlackRock, Inc.	3,699,691(17)	7.9
The Vanguard Group	2,669,622(18)	5.7
FMR LLC	2,443,537(19)	5.2

\* Less than 1%.

- (1) This table shows beneficial ownership of our common stock as calculated under SEC rules, which specify that 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 pursuant 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, 2014 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 within 60 days after July 1, 2014 and references to restricted stock units in the footnotes of the table include only restricted stock units that are scheduled to vest within 60 days after July 1, 2014.
- (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) 46,696,258 shares of common stock outstanding on July 1, 2014 plus (b) the number of shares of common stock that such person had the right to acquire within 60 days after July 1, 2014.

**Table of Contents**

- (4) Includes (a) 395,500 shares subject to options exercisable by Mr. Dankberg within 60 days after July 1, 2014, (b) 32,515 shares held by the Dankberg Family Foundation, (c) 1,526,095 shares held by the Dankberg Family Trust, and (d) 587,049 shares pledged as collateral in a brokerage margin account. With respect to the shares pledged by Mr. Dankberg, it should be noted that (i) Mr. Dankberg's pledged shares are not designed to shift or hedge any economic risk associated with his ownership of ViaSat common stock, (ii) the total number of shares of ViaSat common stock pledged under this margin account arrangement constituted only 1.3% of the total outstanding shares of ViaSat common stock as of July 1, 2014, (iii) the maximum aggregate principal amount of advances secured by Mr. Dankberg's pledged shares is \$9.5 million, which, based on the closing price of ViaSat common stock on July 1, 2014, would be equivalent to only approximately 165,300 shares of ViaSat common stock, and (iv) Mr. Dankberg has advised us that he has the financial capacity to meet a margin call or repay any advance under his margin agreement without resort to the pledged shares.
- (5) Includes (a) 50,000 shares subject to options exercisable by Dr. Johnson within 60 days after July 1, 2014, and (b) 628,896 shares held by the Robert W. Johnson Revocable Trust dated 8/13/1992.
- (6) Includes (a) 35,000 shares subject to options exercisable by Lay Ventures L.P. within 60 days after July 1, 2014, (b) 15,000 shares subject to options exercisable by Mr. Lay within 60 days after July 1, 2014, and (c) 186,026 shares, 119,187 shares and 30,400 shares held by Lay Ventures, L.P., the Lay Living Trust and the Lay Charitable Remainder Trust, respectively.
- (7) Includes (a) 30,000 shares subject to options exercisable by Dr. Nash within 60 days after July 1, 2014, and (b) 343,165 shares held by the Nash Family Trust n/d/t 3/18/1980.
- (8) Includes (a) 216,175 shares subject to options exercisable by Mr. Baldrige within 60 days after July 1, 2014, and (b) 114,309 shares held by the Richard and Donna Baldrige Family Trust.
- (9) Includes (a) 25,000 shares subject to options exercisable by Mr. White within 60 days after July 1, 2014, (b) 44,900 shares held by the Harvey P. and Sheryl L. White Trust, and (c) 3,800 shares held by The Sheryl & Harvey White Foundation.
- (10) Includes (a) 35,500 shares subject to options exercisable by Mr. Stenbit within 60 days after July 1, 2014, and (b) 6,600 shares held by THE PIETJE 2012 GIFT TRUST.
- (11) Includes 30,939 shares subject to options exercisable by Mr. Lippert within 60 days after July 1, 2014.
- (12) Includes 6,250 shares subject to options exercisable by Mr. Dirks within 60 days after July 1, 2014.
- (13) Includes 4,250 shares subject to options exercisable by Mr. Peterman within 60 days after July 1, 2014.
- (14) Includes 3,000 shares subject to options exercisable by Mr. Bowman within 60 days after July 1, 2014.
- (15) Based solely on information contained in a Schedule 13G jointly filed with the SEC on February 13, 2014 by The Baupost Group, L.L.C. (Baupost), Baupost Value Partners, L.P. IV, SAK Corporation and Seth A. Klarman. The Schedule 13G reports that each of Baupost, SAK Corporation and Mr. Klarman has shared voting power and shared dispositive power with respect to 11,129,200 shares. Baupost Value Partners, L.P. IV has shared voting power and shared dispositive power with respect to 3,988,587 shares. Baupost is a registered investment adviser and acts as an investment adviser to certain private investment limited partnerships, including Baupost Value Partners, L.P. IV. SAK Corporation is the manager of Baupost. Mr. Klarman is the sole director and sole officer of SAK Corporation and a controlling person of Baupost. The address of Baupost, Baupost Value Partners, L.P. IV, SAK Corporation and Mr. Klarman is 10 St. James Avenue, Suite 1700, Boston, Massachusetts 02116.
- (16) Based solely on information contained in a Schedule 13G jointly filed with the SEC on March 7, 2014 by FPR Partners, LLC, Andrew Raab and Bob Peck. Mr. Raab and Mr. Peck are the managing directors and managing members of FPR Partners, LLC. The address of FPR Partners, LLC, Mr. Raab and Mr. Peck is 199 Fremont Street, Suite 2500, San Francisco, California 94105.
- (17) Based solely on information contained in a Schedule 13G filed with the SEC on January 31, 2014 by BlackRock, Inc. The address of BlackRock, Inc. is 40 East 52nd Street, New York, New York 10022.
- (18) Based solely on information contained in a Schedule 13G filed with the SEC on February 12, 2014 by The Vanguard Group. The address of The Vanguard Group is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355.
- (19) Based solely on information contained in a Schedule 13G filed with the SEC on February 14, 2014 by FMR LLC. The address of FMR LLC is 245 Summer Street, Boston, Massachusetts 02210.

**Table of Contents**

**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 4, 2014.

**Hedging, Short Sale and Pledging Policies**

ViaSat's policies prohibit all of our directors and officers from trading in put and call options and engaging in short sales with respect to shares of ViaSat common stock. ViaSat also strongly discourages any pledges of ViaSat common stock that could have any adverse impact on the company. Our policies require all pledges of ViaSat common stock by our directors and officers, including the establishment of a margin account containing ViaSat common stock, to be pre-cleared by our General Counsel.



**Table of Contents**

**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 2014 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 bonuses 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. Because our compensation program is designed to reward prudent business judgment and promote disciplined progress towards longer-term company goals, we believe that our balanced compensation policies and practices do not encourage unnecessary and excessive risk-taking by employees that could reasonably be expected to have a material adverse effect on us.

*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

## Edgar Filing: VIASAT INC - Form DEF 14A

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 and individual performance.

*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.

## **Table of Contents**

First, as noted above, payments of annual cash bonuses are based on, among other things, pre-determined corporate 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 executives with stockholders and to provide each executive with an incentive to manage ViaSat from the perspective of an owner with an equity stake in the business. Because vesting is based on continued employment, our equity-based incentives also facilitate the retention of executives through the term of the awards. We use a combination of restricted stock units and stock option awards as the primary incentive vehicles for long-term compensation to create a meaningful opportunity for reward predicated on the creation of long-term stockholder value. We believe that restricted stock units are an effective tool for meeting our compensation goal of increasing long-term stockholder value by tying the value of the restricted stock units to our future performance. In addition, because employees are able to profit from stock options only if our stock price increases in value over the stock option's exercise price, we believe the options provide effective incentives to executives to achieve increases in the value of our stock.

*Structure Allows Competitive and Fair Compensation Packages.* We provide innovative satellite and other wireless communications and networking products, systems and services 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 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](http://investors.viasat.com).

Because our executive compensation program relies on the use of three relatively straightforward components (base salary, annual cash bonuses 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 and operational performance,

company strategic positioning,

total executive compensation,

affordability of cash compensation based on ViaSat's financial results,

results of the most recent say-on-pay vote, and

availability and affordability of shares for equity awards.

## **Table of Contents**

*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 year 2014, the Compensation and Human Resources Committee again 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. After conducting an evaluation using the factors established by the SEC and Nasdaq, the Compensation and Human Resources Committee determined that Compensia is independent and that there is no conflict of interest resulting from the engagement of Compensia during fiscal year 2014.

With the assistance of Compensia, the Compensation and Human Resources Committee reviewed the compensation practices of a peer group consisting of a broad range of companies in the high technology industry. For fiscal year 2014 compensation decisions, this peer group consisted of the following companies: Adtran, Arris Group, Avid Technology, Brocade Communications Systems, Cubic, FLIR Systems, Heico Corp, Orbital Sciences, Polycom, RF Micro Devices, Skyworks Solutions, Teledyne Technologies, Tellabs and Trimble Navigation. 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 reviewed information from the Radford Global Technology 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. The survey information provided to the Compensation and Human Resources Committee does not include the particular names of those companies whose pay practices are surveyed with respect to any particular position being reviewed. 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 technology sector outside ViaSat's traditional competitors, which range is represented by such surveys. As a result, the Compensation and Human Resources Committee relies on a combination of industry survey data and peer group compensation data in evaluating our executive compensation. In December 2013, the Compensation and Human Resources Committee approved an update to the peer group to be used for the fiscal year 2015 analysis.

*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 the individual performance and contributions of executives other than themselves. 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, Evaluation and Corporate Governance Committee. In evaluating the performance of our President, the Nomination, Evaluation and Corporate Governance Committee relies on input from our Chief Executive Officer. While the Compensation and Human Resources Committee believes input from management and outside advisors is valuable, the Compensation and Human Resources Committee makes its recommendations and decisions based on its independent analysis and assessment.

*Company Financial and Operational 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 and operational performance. These financial and operational performance metrics are important factors considered by the Compensation and Human Resources Committee in determining base salary, cash bonuses and equity awards.

---

**Table of Contents**

*Company Strategic Positioning.* Given the importance of the long-term performance of the company, the current strategic positioning of the company is also a significant factor in the assessment and determination of our executive compensation program. The Compensation and Human Resources Committee takes into account the strategic positioning of the company as a basis for determining annual cash bonus compensation and other executive compensation.

*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.

*The Role of Stockholder Say-on-Pay Votes.* At our most recent annual meeting of stockholders, we conducted a non-binding advisory vote on the compensation of our Named Executive Officers, commonly referred to as a "say-on-pay" vote. Our stockholders overwhelmingly approved the compensation of our Named Executive Officers, with approximately 91% of stockholder votes cast in favor of our executive compensation program. As the Compensation and Human Resources Committee evaluated our executive compensation policies and practices throughout 2014, they were mindful of the strong support our stockholders expressed for our compensation philosophy and objectives. As a result, the Compensation and Human Resources Committee decided to retain our general approach to executive compensation, with an emphasis on incentive compensation that rewards our most senior executives when they deliver value for our stockholders and, as a result, made no significant changes to our executive compensation program. The Compensation and Human Resources Committee will continue to consider the outcome of say-on-pay advisory votes when making future compensation decisions for the Named Executive Officers.

*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 considering the factors for executive compensation described above, the Compensation and Human Resources Committee determines (or makes a recommendation to the Board) regarding the appropriate compensation for each individual executive officer. However, we do not believe that it is appropriate to establish compensation levels solely by benchmarking. We rely upon the judgment of our Compensation and Human Resources Committee members in making compensation decisions, after reviewing the performance of the company and carefully evaluating an executive officer's performance during the year against established goals, leadership qualities, individual contributions, 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 we consider in assessing the reasonableness of compensation, we do 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, we incorporate 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

**Table of Contents**

awards. We believe the most important indicator of whether our compensation objectives are being met is our ability to motivate our executive officers to deliver superior performance and retain them to continue their careers with ViaSat on a cost-effective basis.

***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 leadership and success in contributing toward ViaSat's achievement of key business and financial objectives,

contributes significantly to the development and execution of ViaSat's long-term strategy,

has a proven ability to help create stockholder value, and

possesses highly developed skills and abilities critical to ViaSat's success.

In assessing individual executive performance and contributions during fiscal year 2014 for fiscal year 2015 base salary determination purposes, the Compensation and Human Resources Committee considered the individual contributions to the attainment by the company of key strategic objectives, such as the consistent growth of the subscriber base for our Exede® broadband services, strong positioning of the company's global mobile broadband business, successful launch of in-flight Wi-Fi services, key awards, and execution of the contract for the construction of ViaSat-2, our second high-capacity Ka-band satellite. In determining fiscal year 2015 base salaries for executive officers, the Compensation and Human Resources Committee also took into account other factors, including total executive compensation, ViaSat's recent corporate performance, industry awards and other recognition for the ViaSat-1 satellite and Exede broadband services, and confirmation of affordability under ViaSat's financial plan. In light of the foregoing, 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 years 2014 and 2015 for each of our Named Executive Officers.

**Fiscal Year 2014 and Fiscal Year 2015****Base Salary**

<b>Executive</b>	<b>Fiscal Year 2014 Base Salary (\$)</b>	<b>Fiscal Year 2015 Base Salary (\$)</b>	<b>Percentage Increase (%)</b>
Mark Dankberg	915,000	965,000	5.5
Richard Baldrige	690,000	800,000	15.9
Bruce Dirks	420,000	420,000	
Shawn Duffy	325,000	400,000	23.1
Keven Lippert	420,000	450,000	7.1
Ken Peterman	325,000	375,000	15.4

## Edgar Filing: VIASAT INC - Form DEF 14A

*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



**Table of Contents**

executive officers in our industry, our Compensation and Human Resources Committee approved annual cash bonuses for fiscal year 2014. 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 and individual performance objectives. For fiscal year 2014, 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. The range for target bonuses, as a percentage of base salary, was unchanged for the executive officers from fiscal year 2013 levels. 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.

For fiscal year 2014, the metrics for determining annual cash bonuses for our Named Executive Officers, other than our Chief Executive Officer, placed equal emphasis on ViaSat's annual financial performance and individual performance. The financial objectives were set at the beginning of fiscal year 2014 and were based on the year's internally-developed financial plan, which was approved by our Board. The individual performance objectives for the executive officers (excluding the Chief Executive Officer and President) were determined by the Compensation and Human Resources Committee, with the objectives for the executive officers (other than our Chief Executive Officer and President) based on input and recommendations from our Chief Executive Officer and President. 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 company financial and individual objectives and weighting of each objective used for determining annual cash bonuses for our executive officers (other than our Chief Executive Officer and President) for fiscal year 2014.

**Fiscal Year 2014 Cash Bonus Objectives**

Performance Metric	Approximate Weighting (%)	FY 2014 Objective	FY 2014 Actual Results
Financial Non-GAAP Diluted Net Income Per Share Attributable to ViaSat, Inc. Common Stockholders (1)	10	\$ 0.40	\$ 0.44
Financial Adjusted EBITDA (2)	12.5	\$ 235.9 million	\$ 221.2 million
Financial New Contract Awards	7.5	\$ 1,141.3 million	\$ 1,425.9 million
Financial Total Revenues	12.5	\$ 1,328.0 million	\$ 1,351.5 million
Financial Net Operating Asset Turnover	7.5	5.11	6.05
Individual Contribution Toward Achievement of Company Financial Targets	30		
Individual Achievement of Individual Goals	20		

- (1) An itemized reconciliation between net income (loss) per share attributable to ViaSat, Inc. on a GAAP and non-GAAP basis for fiscal year 2014 is set forth below:

	Twelve months ended April 4, 2014
<b>(In thousands, except per share data)</b>	
GAAP net loss attributable to ViaSat, Inc.	\$ (9,446)
Amortization of acquired intangible assets	14,614
Stock based compensation expense	33,639
Income tax effect	(18,530)
Non-GAAP net income attributable to ViaSat, Inc.	\$ 20,277
Non-GAAP net income per share attributable to ViaSat, Inc.	\$ 0.44
Diluted common equivalent shares	45,744



**Table of Contents**

- (2) We use Adjusted EBITDA to evaluate our operating performance, to allocate resources and capital, to measure performance for incentive compensation programs and to evaluate future growth opportunities. An itemized reconciliation between net income (loss) attributable to ViaSat, Inc. and Adjusted EBITDA for fiscal year 2014 is set forth below:

	<b>Twelve months ended April 4, 2014</b>	
<b>(In thousands, except per share data)</b>		
GAAP net income (loss) attributable to ViaSat, Inc.	\$	(9,446)
Benefit from income taxes		(25,947)
Interest expense, net		37,903
Depreciation and amortization		185,064
Stock based compensation expense		33,639
Adjusted EBITDA	\$	221,213

For purposes of determining the annual cash bonus for our Chief Executive Officer in fiscal year 2014, the Compensation and Human Resources Committee relied on an assessment of our Chief Executive Officer completed by the Nomination, Evaluation and Corporate Governance Committee. The criteria used by the Nomination, Evaluation and Corporate Governance Committee for our Chief Executive Officer's fiscal year 2014 evaluation included the following, with approximately equal weighting applied to each of the three main categories:

*Company Financial Performance.* Non-GAAP diluted net income per share attributable to ViaSat, Inc. common stockholders, Adjusted EBITDA, new contract awards, total 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.

*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 described above. As is the case with our other executive officers, 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, Evaluation and Corporate Governance Committee. With respect to leadership performance, the Nomination, Evaluation and Corporate Governance Committee determined that Mr. Dankberg achieved, among other things:

industry recognition of ViaSat's transformational business strategy,

improvements in our organization's internal strategic and business area reviews,

significant progress towards next generation broadband satellites, and

continued focus on a culture of ethical leadership.

## Edgar Filing: VIASAT INC - Form DEF 14A

In terms of strategic objectives, the Nomination, Evaluation and Corporate Governance Committee determined that Mr. Dankberg achieved, among other things:

positive industry reviews of our Exede broadband services,

consistent growth in subscriber additions for our Exede broadband services,

**Table of Contents**

successful launch and widespread industry recognition of in-flight Wi-Fi service,

execution of the contract for the construction of ViaSat-2,

continued growth in our government systems segment despite a challenging Department of Defense budget environment, and

strong positioning of our government global mobile service business.

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 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 (such as market conditions, key awards, total executive compensation, strategic positioning, additional company financial metrics or extraordinary individual contributions) and make adjustments to executive bonus compensation to the extent appropriate.

Based upon ViaSat's financial results for fiscal year 2014 relative to the pre-established financial objectives described above and the Compensation and Human Resources Committee's subjective evaluation of ViaSat's other corporate achievements during fiscal year 2014 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 2014 (paid in fiscal year 2015). The Compensation and Human Resources Committee determined that the company's achievement relative to the pre-established financial objectives described above was 111%. In making its overall determinations relative to the individual component of each executive's bonus, the Compensation and Human Resources Committee placed special emphasis on the strong leadership provided by the executive team in the achievement of critical non-financial, operational and strategic business objectives during fiscal year 2014, specifically including each executive's contributions during the fiscal year to the level of subscriber additions for our ViaSat-1 based Exede broadband services, execution of the contract for the construction of ViaSat-2, continued growth in the company's global mobile broadband service business, and strong strategic positioning, resulting in the bonus awards reflected in the following table.

**Fiscal Year 2014 Cash Bonuses**

<b>Executive</b>	<b>Target Cash Bonuses As Percentage of Base Salary (%)</b>	<b>Actual Cash Bonuses (\$)</b>	<b>Actual Cash Bonuses As Percentage of Base Salary (%)</b>
Mark Dankberg	100-120	1,100,000	120
Richard Baldrige	100-120	825,000	120
Bruce Dirks	50-75	175,000	42
Shawn Duffy	50-75	375,000	115
Keven Lippert	50-75	425,000	101
Ken Peterman	50-75	250,000	77

*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 approved (upon recommendation of our Compensation and Human Resources Committee) long-term equity awards to our executive officers in fiscal year 2014. Our Compensation and Human Resources Committee determined equity award levels for fiscal year 2014 in a manner consistent with the determination of base salary and annual cash bonuses. The Compensation and Human Resources Committee considered (1) the industry

---

**Table of Contents**

compensation data described above, (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 2014 equity compensation awards, the Compensation and Human Resources Committee engaged Compensia to assist the Compensation and Human Resources Committee 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 the 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 (upon recommendation from the Compensation and Human Resources Committee) approved equity incentive awards for our Named Executive Officers in November 2013. While the values of these equity awards were generally between the 40<sup>th</sup> and 75<sup>th</sup> percentiles based on the peer group and industry survey data described above, the size of the equity awards were not determined based on this data. For more information on these equity awards, see the Grants of Plan-Based Awards in Fiscal Year 2014 table 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 and sick days. Certain executives also receive access to our sports and golf club memberships. We do not currently offer defined benefit pension or supplemental executive retirement plans to any of our employees.

***Equity Grant Process***

Stock options and restricted stock units are part of the equity compensation program for many of our employees. Equity awards are granted in approximately 12 month cycles. Grant approval for executive officers occurs at meetings of the Board. Because of the more extensive 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 priced 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.

In addition to grants made as part of our annual equity grant process for 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

## Edgar Filing: VIASAT INC - Form DEF 14A

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.

**Table of Contents*****Stock Ownership Guidelines***

To enhance our overall corporate governance practices and executive compensation program, our Board has adopted stock ownership guidelines for our executive officers. These guidelines are designed to align our executive officers' interests with our stockholders' long-term interests by promoting long-term ownership of ViaSat common stock, which reduces the incentive for excessive short-term risk taking. These guidelines provide that, within five years of the later of the adoption of the guidelines or his or her first date of employment, our executive officers should attain an investment position in shares of ViaSat common stock having a value not less than the amounts specified below:

<b>Executive Officer</b>	<b>Stock Ownership Guideline</b>
	<b>(as a multiple of base salary)</b>
Chief Executive Officer	Three times
President and Chief Operating Officer	Three times
Other Executive Officers	One time

***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. 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. We have not adopted a policy requiring that all compensation be deductible, although the Compensation and Human Resources Committee will continue to review the Section 162(m) deductibility of our compensation arrangements in fiscal year 2015 and future fiscal years. The Compensation and Human Resources Committee retains the discretion to approve compensation that may not qualify for the compensation deduction if, in light of all applicable circumstances, it would be in our best interest for such compensation to be paid without regard to whether it may be tax deductible.

**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 proxy statement.

*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 into any filing of ViaSat, 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 Nash (Chair)

John Stenbit

Harvey White



**Table of Contents****Summary Compensation Table**

The following table sets forth the compensation earned during the fiscal years ended April 4, 2014, March 29, 2013 and March 30, 2012 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	Option	Non-Equity Incentive Plan	All Other	Total
				Awards (\$ (1))	Awards (\$ (1))	Compensation (\$ (2))	Compensation (\$ (3))	(\$)
Mark Dankberg Chairman and Chief Executive Officer	2014	949,400		2,030,313	2,350,680	1,100,000	25,700	6,456,093
	2013	875,000		1,439,912	1,653,707	850,000	115,801	4,934,420
	2012	835,000		1,692,140	1,972,930	900,000	17,793	5,417,863
Richard Baldrige President and Chief Operating Officer	2014	716,000		1,116,663	1,292,874	825,000	48,087	3,998,624
	2013	660,000		746,582	857,426	625,000	11,450	2,900,458
	2012	625,000		879,468	1,021,078	650,000	11,144	3,186,690
Bruce Dirks (4) Senior Vice President Treasury and Corporate Development	2014	403,800		531,635	632,779	175,000	19,487	1,762,701
	2013	336,500		355,288	411,369	375,000	9,463	1,487,620
	2012	275,000		217,800		150,000	8,675	651,475
Shawn Duffy (5) Senior Vice President and Chief Financial Officer	2014	435,800		406,087	470,136	425,000	9,284	1,746,307
	2013	400,000		302,488	347,418	225,000	8,914	1,283,820
	2012	370,000		315,406	367,761	225,000	9,627	1,287,794
Ken Peterman Senior Vice President Government Systems	2014	312,500		577,034	516,089	250,000	164,973	1,820,596

- (1) This column represents the aggregate grant date fair value, calculated in accordance with SEC rules, of stock options and restricted stock units granted in fiscal years 2014, 2013 and 2012. These amounts generally reflect the amount that the company expects to expense in its financial statements over the award's vesting schedule, and do not correspond to the actual value that will be realized by the Named Executive Officers. For additional information on the valuation assumptions used in the calculation of these amounts for the respective year end, refer to note 6 to the financial statements included in our annual report on Form 10-K for the fiscal year ended April 4, 2014, as filed with the SEC.
- (2) Represents amounts paid under our annual bonus program.
- (3) The amounts for fiscal year 2014 include the following: reimbursement of club dues for Mr. Dankberg and Mr. Baldrige in the amount of \$11,420 and \$35,750, respectively; reimbursement of relocation expenses for Mr. Dirks in the amount of \$11,612; housing allowance and tax gross-up with respect to the housing allowance for Mr. Peterman in the amount of \$108,000 and \$53,419, respectively; and matching 401(k) contributions for Mr. Dankberg, Mr. Baldrige, Mr. Dirks, Ms. Duffy, Mr. Lippert and Mr. Peterman in the amount of \$10,280, \$12,337, \$7,875, \$9,463, \$9,284 and \$3,554, respectively.
- (4) Mr. Dirks served as Chief Financial Officer from April 26, 2013 to June 17, 2014, whereupon he assumed the position of Senior Vice President Treasury and Corporate Development.
- (5) Ms. Duffy was appointed Senior Vice President and Chief Financial Officer on June 17, 2014.

**Table of Contents****Grants of Plan-Based Awards in Fiscal Year 2014**

The following table sets forth information regarding grants of plan-based awards to each of the Named Executive Officers during fiscal year 2014.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			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)
		Threshold (\$)	Target (\$)	Maximum (\$)				
Mark Dankberg	11/14/2013		915,000		33,333		2,030,313	
	11/14/2013					100,000	2,350,680	
Richard Baldrige	11/14/2013		690,000		18,333		1,116,663	
	11/14/2013					55,000	1,292,874	
Bruce Dirks	4/26/2013		195,000		8,000		379,360	
	4/26/2013					25,000	456,478	
	11/14/2013				2,500		152,275	
	11/14/2013					7,500	176,301	
Shawn Duffy	11/14/2013		195,000		5,833		355,288	
	11/14/2013					17,500	411,369	
Keven Lippert	11/14/2013		252,000		6,667		406,087	
	11/14/2013					20,000	470,136	
Ken Peterman	4/26/2013		195,000		8,000		379,360	
	4/26/2013					17,000	310,405	
	11/14/2013				2,917		177,674	
	11/14/2013					8,750	205,685	

- (1) Represents target amounts payable under our annual cash bonus program for fiscal year 2014. Actual amounts paid to the Named Executive Officers pursuant to such bonus program are disclosed in the Summary Compensation Table under the column heading Non-Equity Incentive Plan Compensation. The material terms of the bonus program are described in the Compensation Discussion and Analysis section.
- (2) Restricted stock unit awards vest in four equal annual installments over the course of four years measured from the grant date.
- (3) Options vest and become exercisable in four equal annual installments over the course of four years measured from the grant date.
- (4) The exercise price for option awards is the fair market value per share of our common stock, which is defined under our 1996 Equity Participation Plan as the closing price per share on the grant date.
- (5) This column represents the grant date fair value, calculated in accordance with SEC rules, of each equity award. These amounts generally reflect the amount that the company expects to expense in its financial statements over the award's vesting schedule, and do not correspond to the actual value that will be realized by the Named Executive Officers. For additional information on the valuation assumptions used in the calculation of these amounts, refer to note 6 to the financial statements included in our annual report on Form 10-K for the fiscal year ended April 4, 2014, as filed with the SEC.

**Table of Contents****Outstanding Equity Awards at 2014 Fiscal Year End**

The following table lists all outstanding equity awards held by each of the Named Executive Officers as of April 4, 2014.

Name	Grant Date	Number of Securities Underlying Unexercised Options (#)		Option Awards		Stock Awards				
		Exercisable	Unexercisable (1)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) (2)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
Mark Dankberg	12/16/2004	80,000			21.02	12/16/2014				
	5/28/2008	90,000			20.30	5/28/2014				
	11/10/2009	150,000			29.45	11/10/2015				
	11/10/2010	78,750	26,250		41.52	11/10/2016				
	11/10/2011	57,000	57,000		44.53	11/10/2017				
	11/12/2012	29,750	89,250		36.30	11/12/2018				
	11/14/2013		100,000		60.91	11/14/2019				
	11/10/2010						8,750	571,025		
	11/10/2011						19,000	1,239,940		
	11/12/2012						29,750	1,941,485		
11/14/2013						33,333	2,175,312			
Richard Baldrige	12/16/2004	55,000			21.02	12/16/2014				
	5/28/2008	52,500			20.30	5/28/2014				
	11/10/2009	75,000			29.45	11/10/2015				
	11/10/2010	41,250	13,750		41.52	11/10/2016				
	11/10/2011	29,500	29,500		44.53	11/10/2017				
	11/12/2012	15,425	46,275		36.30	11/12/2018				
	11/14/2013		55,000		60.91	11/14/2019				
	11/10/2010						4,583	299,087		
	11/10/2011						9,874	644,377		
	11/12/2012						15,425	1,006,636		
11/14/2013						18,333	1,196,412			
Bruce Dirks	4/26/2013		25,000		47.42	4/26/2019				
	11/14/2013		7,500		60.91	11/14/2019				
	4/26/2013						8,000	522,080		
11/14/2013						2,500	163,150			
Shawn Duffy	11/14/2013		17,500		60.91	11/14/2019				
	11/10/2010						1,000	65,260		
	11/10/2011						2,000	130,520		
	11/12/2012						4,500	293,670		
11/14/2013						5,833	380,662			
Keven Lippert	11/10/2009	20,700			29.45	11/10/2015				
	11/10/2010	14,063	4,687		41.52	11/10/2016				
	11/10/2011	10,626	10,624		44.53	11/10/2017				
	11/12/2012	6,250	18,750		36.30	11/12/2018				
	11/14/2013		20,000		60.91	11/14/2019				
	11/10/2010						1,562	101,936		

Edgar Filing: VIASAT INC - Form DEF 14A

	11/10/2011				3,541	231,086
	11/12/2012				6,249	407,810
	11/14/2013				6,667	435,088
Ken Peterman	4/26/2013	17,000	47.42	4/26/2019		
	11/14/2013	8,750	60.91	11/14/2019		
	4/26/2013				8,000	562,080
	11/14/2013				2,917	190,363

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

**Table of Contents**

- (2) Restricted stock unit awards vest in four equal annual installments over the course of four years measured from the grant date.
- (3) Computed by multiplying the market price of our common stock (\$65.26) on April 4, 2014 (the last day of fiscal year 2014) by the number of shares subject to such stock award.

**Option Exercises and Stock Vested in Fiscal Year 2014**

The following table provides information concerning exercises of stock options by and stock awards vested for each of the Named Executive Officers during fiscal year 2014.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on	Value Realized on	Number of Shares Acquired on	Value Realized on
	Exercise (#)	Exercise (\$ (1))	Vesting (#)	Vesting (\$)
Mark Dankberg	60,000	2,829,825	40,667	2,578,989
Richard Baldrige	45,000	2,372,445	20,913	1,326,075
Bruce Dirks				
Shawn Duffy			4,500	283,755
Keven Lippert	8,500	339,300	7,717	488,576
Ken Peterman				

- (1) The value realized equals the difference between the 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.

**Equity Compensation Plan Information**

The following table provides information as of April 4, 2014 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 awards granted under equity compensation arrangements assumed by us in connection with mergers and acquisitions of the companies that originally granted those awards.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#) (1) (2)	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$) (3)	(c) 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 (4)	4,034,813	35.76	2,815,723(5)
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>4,034,813</b>	<b>35.76</b>	<b>2,815,723</b>

- (1) Pursuant to SEC rules, this table does not reflect awards assumed in mergers and acquisitions where the plans governing the awards will not be used for future awards. As of April 4, 2014, a total of 8,566 shares of ViaSat common stock were issuable upon exercise of outstanding awards under those assumed arrangements. The weighted average exercise price of those outstanding awards is \$16.23 per share.

## Edgar Filing: VIASAT INC - Form DEF 14A

- (2) Excludes purchase rights currently accruing under the ViaSat, Inc. Employee Stock Purchase Plan.
- (3) The weighted average exercise price does not take into account (a) the shares subject to outstanding restricted stock units, which have no exercise price, and (b) the exercise price of awards assumed in mergers and acquisitions referred to in footnote 1.

---

**Table of Contents**

- (4) Consists of two plans: (a) the 1996 Equity Participation Plan of ViaSat, Inc., and (b) the ViaSat, Inc. Employee Stock Purchase Plan.
- (5) Includes (a) 2,398,436 shares available for future issuance under the 1996 Equity Participation Plan of ViaSat, Inc., and (b) 417,287 shares available for future issuance under the ViaSat, Inc. Employee Stock Purchase Plan.

**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**

In accordance with Section 409A of the Internal Revenue Code, ViaSat allows executives to elect to defer the timing of receipt of the shares issuable pursuant to their restricted stock unit awards. None of our Named Executive Officers has made a deferral election with respect to any of their outstanding restricted stock unit awards. We do not currently offer any other nonqualified defined contribution or other deferred compensation plans for our Named Executive Officers.

**Potential Payments Upon Termination**

ViaSat provides for certain severance benefits in the event that an executive's employment is involuntarily or constructively terminated within two months prior to or within 18 months following a change in control. We believe that reasonable severance benefits provide for a stable work environment by reinforcing and encouraging the continued attention and dedication of our key executives to their duties of employment without personal distraction or conflict of interest in circumstances which could arise from the occurrence of a change in control.

We have entered into change in control severance agreements (Change in Control Agreements) with each of the Named Executive Officers. Under each Change in Control Agreement, in the event an executive's employment is terminated by ViaSat without cause or the executive resigns for good reason, in either case, within two months prior to or within 18 months following a change in control (as each term is defined in the Change in Control Agreement), the executive will be entitled to receive the following in lieu of any severance benefits to which such executive may otherwise be entitled under any severance plan or program:

the executive's fully earned but unpaid base salary, when due, through the date of termination, plus all other benefits to which the executive may be entitled for such period,

a lump sum cash payment based on a multiplier of the sum of the executive's then current annual base salary and target annual cash bonus (the multiplier used is 3.0 for the position of Chief Executive Officer and President, and 2.0 for the remaining Named Executive Officers),

continuation of health and other benefits for a period of 18 months following the date of termination, and

full vesting of any outstanding equity awards.

As a condition to the executive's receipt of any of the post-termination benefits described above, the executive must (1) execute a written general release of all claims against us, and (2) execute an employee proprietary information and inventions agreement. The severance benefits payable under the Change in Control Agreements will be reduced by any severance benefits payable by us to the executive under any other policy, plan, program, agreement or arrangement. The Change in Control Agreements continue for successive one-year terms unless ViaSat or the executive provides notice of non-renewal.

**Table of Contents**

The following table sets forth the intrinsic values that the Named Executive Officers would derive in the event of a hypothetical (1) termination of employment by ViaSat without cause or as a result of the Named Executive Officer's resignation for good reason, and (2) such termination occurred within two months prior to or within 18 months following a change in control. The table assumes that the termination hypothetically occurred on April 4, 2014, the last day of fiscal year 2014, and that the Change in Control Agreements were in effect as of such date.

Name	Earned But Unpaid Base	Accrued Vacation	Severance Payment	COBRA Payments	Intrinsic Value of Accelerated Stock Options	Intrinsic Value of Accelerated Restricted Stock Units	Total
	Salary (\$ (1))	(\$ (2))	(\$)	(\$ (3))	(\$ (4))	(\$ (5))	(\$)
Mark Dankberg		175,962	5,490,000	32,656	4,824,465	5,927,762	16,450,845
Richard Baldrige		132,692	4,140,000	32,656	2,499,388	3,146,511	9,951,247
Bruce Dirks		15,245	1,230,000	32,656	478,625	685,230	2,441,756
Shawn Duffy		13,602	1,040,000	32,656	76,125	870,112	2,032,495
Keven Lippert		65,298	1,344,000	32,656	961,505	1,175,920	3,579,379
Ken Peterman		18,047	1,040,000	32,656	341,343	712,443	2,144,489

- (1) Represents the fully earned but unpaid salary as of April 4, 2014.
- (2) Represents accrual for vacation that had not been taken as of April 4, 2014.
- (3) Amounts shown equal an aggregate of 18 months of COBRA payments for the Named Executive Officer.
- (4) The intrinsic value of accelerated stock options is based on the difference between the market price of our common stock on April 4, 2014 (\$65.26) and the option exercise price, multiplied by the number of shares for which the option was accelerated.
- (5) The intrinsic value of accelerated restricted stock units is computed by multiplying the market price of our common stock on April 4, 2014 (\$65.26) by the number of shares that were accelerated.

**Director Compensation**

The following table sets forth the compensation earned during the fiscal year ended April 4, 2014 by each of our non-employee directors.

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
	(\$)	(\$ (1))	(\$ (2))	(\$)	(\$)	(\$)	(\$)
Robert Bowman (3)	88,000	248,308	293,397				629,705
Robert Johnson	89,000	106,048	129,066				324,114
B. Allen Lay	76,250	106,048	129,066				311,364
Jeffrey Nash	95,500	106,048	129,066				330,614
John Stenbit	76,500	106,048	129,066				311,614
Harvey White	107,750	106,048	129,066				342,864

- (1) This column represents the aggregate grant date fair value, calculated in accordance with SEC rules, of restricted stock units granted in fiscal year 2014. These amounts generally reflect the amount that the company expects to expense in its financial statements over the award's vesting schedule, and do not correspond to the actual value that will be realized by the non-employee directors. For additional information on the valuation assumptions used in the calculation of these amounts, refer to note 6 to the financial statements included in our annual report on Form 10-K for the fiscal year ended April 4, 2014, as filed with the SEC. The aggregate number of restricted stock units outstanding at the end of fiscal year 2014 for each director was as follows: Mr. Bowman (4,600); Dr. Johnson (1,600); Mr. Lay (1,600); Dr. Nash (1,600); Mr. Stenbit (1,600); and Mr. White (1,600).





---

**Table of Contents**

(2) This column represents the aggregate grant date fair value, calculated in accordance with SEC rules, of stock options granted in fiscal year 2014. These amounts generally reflect the amount that the company expects to expense in its financial statements over the award's vesting schedule, and do not correspond to the actual value that will be realized by the non-employee directors. For additional information on the valuation assumptions used in the calculation of these amounts, refer to note 6 to the financial statements included in our annual report on Form 10-K for the fiscal year ended April 4, 2014, as filed with the SEC. The aggregate number of stock options outstanding at the end of fiscal year 2014 for each director was as follows: Mr. Bowman (14,000); Dr. Johnson (55,000); Mr. Lay (55,000, of which 35,000 shares are held by Lay Ventures L.P.); Dr. Nash (35,000); Mr. Stenbit (49,350); and Mr. White (32,000).

(3) Mr. Bowman was appointed as a director on April 26, 2013.

Directors who are employees of the company, such as Mr. Dankberg, do not receive any additional compensation for their services as directors. Non-employee directors are entitled to receive an annual retainer for their service in the amount of \$50,000 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 our 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 our common stock. Members of the Board of Directors are reimbursed for expenses incurred in attending Board and committee meetings, and in connection with Board related activities.

To enhance our overall corporate governance practices and director compensation program, our Board has adopted stock ownership guidelines for our non-employee directors. These guidelines are designed to align our non-employee directors' interests with our stockholders' long-term interests by promoting long-term ownership of ViaSat common stock. These guidelines provide that, within five years of the later of the adoption of the guidelines or his or her first date of election to our Board, our non-employee directors should attain an investment position in ViaSat common stock having a value not less than three times the value of their annual retainer for general Board service.

**Compensation Committee Interlocks and Insider Participation**

The members of the Compensation and Human Resources Committee for the 2014 fiscal year were Dr. Nash, Mr. Stenbit and Mr. White. During fiscal year 2014, 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.

---

**Table of Contents**

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

**Review and Approval of Related Party Transactions**

The Audit Committee (or another independent body of the Board of Directors, such as the disinterested members of the Board) reviews transactions that may be related person transactions, which are transactions between ViaSat and related persons where the amount involved exceeds \$120,000 in a single fiscal year and in which a related person has a direct or indirect material interest. Under SEC rules, a related person is a director, director nominee, executive officer, beneficial owner of more than 5% of ViaSat common stock and their respective immediate family members. As set forth in the Audit Committee charter, the members of the Audit Committee, all of whom are independent directors, review and approve or ratify any related person transaction that is required to be disclosed in this proxy statement in accordance with SEC rules. In the course of its review and approval or ratification of a disclosable related person transaction, the Audit Committee or the 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 or the Board deems appropriate.

**Related Party Transactions**

In April 2013, we acquired privately-held LonoCloud, Inc., an early-stage company with expertise in cloud networking software. The aggregate purchase price for 100% of the capital stock and repayment of all outstanding promissory notes of LonoCloud was approximately \$2.0 million. Steve Hart, ViaSat's Vice President Engineering and Chief Technical Officer, was the holder of approximately 4.5% of the capital stock of LonoCloud and of a promissory note issued by LonoCloud in the principal amount of \$25,000, which represented 1.8% of the outstanding principal amount of all outstanding LonoCloud promissory notes. Our acquisition of LonoCloud 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 such agreements were fair to and in the best interests of ViaSat and its stockholders.

A brother of Mark Dankberg, ViaSat's Chairman and Chief Executive Officer, is a tax partner with Deloitte & Touche LLP. 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 year 2014, we paid Deloitte approximately \$159,000 for these services. Another brother of Mr. Dankberg is employed as director of information systems at ViaSat. He earned an aggregate of approximately \$173,000 in base salary and bonus during fiscal year 2014, and participates in our equity award and benefit programs. In May 2013, we hired Mr. Dankberg's son as a business analysis manager. In connection with the commencement of his employment, he received a \$6,000 relocation bonus. He earned an aggregate of approximately \$150,000 in base salary and bonus during fiscal year 2014, and participates in our equity award and benefit programs.

A brother of Mark Miller, ViaSat's Chief Technical Officer, is a business design engineer at ViaSat. He earned an aggregate of approximately \$169,000 in base salary and bonus during fiscal year 2014, and participates in our equity award and benefit programs.



---

**Table of Contents**

**AUDIT COMMITTEE REPORT**

The purpose of the Audit Committee is to assist the Board of Directors in its general oversight of ViaSat's financial reporting, internal control and audit functions. The Audit Committee is comprised solely of independent directors, as defined in the applicable Nasdaq and SEC rules. The Audit Committee operates under a written audit committee charter adopted by the Board of Directors. A copy of the audit committee charter can be found on the Investor Relations section of ViaSat's website at *investors.viasat.com*. The composition of the Audit Committee, the attributes of its members and the responsibilities of the Audit Committee, as reflected in its written charter, are intended to be in accordance with applicable requirements for corporate audit committees.

Management is responsible for the preparation, presentation and integrity of ViaSat's financial statements, accounting and financial reporting principles, establishing and maintaining a system of disclosure controls and procedures, establishing and maintaining a system of internal controls, and procedures designed to facilitate compliance with accounting standards and applicable laws and regulations. PricewaterhouseCoopers LLP, ViaSat's independent registered public accounting firm, is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with generally accepted accounting principles, as well as expressing an opinion on the effectiveness of ViaSat's internal control over financial reporting. The Audit Committee periodically meets with PricewaterhouseCoopers LLP, with and without management present, to discuss the results of their examinations, their evaluations of ViaSat's internal controls and the overall quality of ViaSat's financial reporting. The Audit Committee members are not professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of management or the independent registered public accounting firm.

The Audit Committee has reviewed and discussed the audited consolidated financial statements for fiscal year 2014 with management and PricewaterhouseCoopers LLP. Specifically, the Audit Committee reviewed with PricewaterhouseCoopers LLP, who is responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, its judgments as to the quality, not just acceptability, of the accounting principles, reasonableness of significant judgments, and clarity of disclosures in the financial statements. The Audit Committee also discussed with PricewaterhouseCoopers LLP the matters required to be discussed pursuant to the rules adopted by the Public Company Accounting Oversight Board.

The Audit Committee has received from PricewaterhouseCoopers LLP the written disclosures and letter required by applicable requirements of the Public Company Accounting Oversight Board regarding PricewaterhouseCoopers LLP's communications with the Audit Committee concerning independence, and has discussed with PricewaterhouseCoopers LLP its independence from ViaSat.

In reliance on these reviews and discussions, the Audit Committee has recommended to the Board of Directors that ViaSat's audited financial statements be included in ViaSat's annual report on Form 10-K for the fiscal year ended April 4, 2014 for filing with the SEC.

*The information contained in this Audit 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 into any filing of ViaSat, 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 Audit Committee

Harvey White (Chair)

Robert Johnson

B. Allen Lay

Jeffrey Nash

**Table of Contents**

**OTHER MATTERS**

*Stockholder Proposals for Inclusion in ViaSat's 2015 Proxy Statement.* Stockholders of ViaSat may submit proposals on matters appropriate for stockholder action at meetings of our stockholders in accordance with Rule 14a-8 promulgated under the Securities Exchange Act of 1934. To be eligible for inclusion in our proxy statement relating to the 2015 annual meeting of stockholders, proposals must satisfy the conditions established by the SEC for stockholder proposals to be included in the proxy statement, and must otherwise be received by ViaSat no later than March 27, 2015, unless the date of the 2015 annual meeting is changed by more than 30 days from the anniversary of our 2014 annual meeting, in which case the deadline will be as set forth in Rule 14a-8. Such proposals must be delivered to ViaSat, Inc., Attention: Corporate Secretary, 6155 El Camino Real, Carlsbad, California 92009, with a copy to ViaSat, Inc., Attention: General Counsel at the same address.

*Stockholder Proposals for Presentation at the 2015 Annual Meeting.* If a stockholder wishes to present a proposal at our 2015 annual meeting of stockholders without including the proposal in our proxy statement relating to that meeting, our bylaws provide that the stockholder must (1) provide timely notice of the proposal in writing and in proper form, (2) provide any updates or supplements to such notice as required by our bylaws, and (3) otherwise comply with all applicable requirements of our bylaws and of the Securities Exchange Act of 1934. To be timely, such stockholder's notice must be received by ViaSat no earlier than the 120<sup>th</sup> day nor later than the 90<sup>th</sup> day prior to the anniversary of our 2014 annual meeting. As a result, proposals submitted pursuant to these provisions of our bylaws must be received no earlier than the close of business on May 20, 2015 and no later than the close of business on June 19, 2015. However, if the date of the 2015 annual meeting is advanced by more than 30 days or delayed by more than 60 days from the anniversary of the 2014 annual meeting, notice by the stockholder must be received no later than the later of (1) the 90<sup>th</sup> day prior to the 2015 annual meeting or (2) the 10<sup>th</sup> day following the day on which public disclosure of the date of the 2015 annual meeting was first made. Such proposals must be delivered to ViaSat, Inc., Attention: Corporate Secretary, 6155 El Camino Real, Carlsbad, California 92009, with a copy to ViaSat, Inc., Attention: General Counsel at the same address. If the stockholder fails to give timely notice, the proxy card will confer discretionary authority on the individuals named as proxies to vote the shares represented by the proxies in accordance with their best judgment.

**Table of Contents**

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

**X**

q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

**A Proposals** The ViaSat Board of Directors unanimously recommends that stockholders vote **FOR** all the director nominees listed in Proposal 1, and **FOR** Proposals 2 and 3.

1. Election of Directors: **For Withhold**

**+**

Mark Dankberg                      **••    ••**

Harvey White                        **••    ••**

**For Against Abstain**

2. Ratification of Appointment of PricewaterhouseCoopers LLP as ViaSat's Independent Registered Public Accounting Firm                      **••    ••    ••**

3. Advisory Vote on Executive Compensation                                      **••    ••    ••**

**B Authorized Signatures Date and Sign Below This section must be completed for your vote to be counted.**

Please sign your name(s) EXACTLY as your name(s) appear(s) on this proxy card. If shares are held jointly, each joint holder must sign. When signing as trustee, executor, administrator, guardian, attorney or corporate officer, please print your full title.

Date (mm/dd/yyyy) Please print date below.

/ /

Signature 1 Please keep signature within the box.

Signature 2 (Joint Owner) Please keep signature within the box.

**IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.**



---

**Table of Contents**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting**

The proxy materials for the ViaSat annual meeting of stockholders, including the proxy statement and annual report to stockholders, are available over the internet on the Investor Relations section of our website at *investors.viasat.com*.

**Electronic Access To Future Documents**

If you wish to access all future proxy statements and annual reports via the internet as they become available, please consent by marking the appropriate box below. Choosing to receive your future proxy materials electronically will help us conserve natural resources and reduce the costs of printing and distributing our proxy materials. This consent will remain in effect until you notify our transfer agent, Computershare, by mail that you wish to resume mail delivery of the proxy statement and annual report.

**q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q**

**PROXY CARD**

**+**

**VIASAT, INC.**

**ANNUAL MEETING OF STOCKHOLDERS**

**SEPTEMBER 17, 2014**

**THIS PROXY IS SOLICITED ON BEHALF OF THE VIASAT BOARD OF DIRECTORS**

The undersigned revokes all previous proxies, acknowledges receipt of the notice of annual meeting of stockholders and the accompanying proxy statement, and hereby appoints Mark Dankberg and Keven Lippert, jointly and severally, with full power of substitution to each, as proxies of the undersigned, to represent the undersigned and to vote all shares of common stock of ViaSat, Inc. that the undersigned is entitled to vote, either on his or her own behalf or on behalf of an entity or entities, at the annual meeting of stockholders of ViaSat, Inc. to be held on September 17, 2014, at 8:30 a.m. Pacific Time at 6155 El Camino Real, Founders Hall, Carlsbad, California 92009, and at any adjournments and postponements thereof, with the same force and effect as the undersigned might or could do if personally present.

Edgar Filing: VIASAT INC - Form DEF 14A

THE SHARES REPRESENTED BY THIS PROXY CARD WILL BE VOTED AS INSTRUCTED BY THE STOCKHOLDER. IF NO INSTRUCTIONS ARE SPECIFIED, THE SHARES WILL BE VOTED FOR ALL THE DIRECTOR NOMINEES LISTED IN PROPOSAL 1 AND FOR PROPOSALS 2 AND 3. IF ANY OTHER BUSINESS IS PROPERLY PRESENTED AT THE ANNUAL MEETING, OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF, THIS PROXY CARD WILL CONFER DISCRETIONARY AUTHORITY ON THE INDIVIDUALS NAMED AS PROXIES TO VOTE THE SHARES REPRESENTED BY THE PROXIES IN ACCORDANCE WITH THEIR BEST JUDGMENT.

**C** Non-Voting Items

**Change of Address** Please print new address below.

**ELECTRONIC ACCESS TO FUTURE DOCUMENTS**

**I Consent**

If you consent to use the internet to access all future notices of stockholder meetings, proxy statements and annual reports issued by ViaSat (electronic access), please mark this box. See above for details.

••

**IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.**



**SEE REVERSE SIDE**

**TO BE SIGNED AND DATED ON REVERSE SIDE**

**SEE REVERSE SIDE**

