

VIASAT INC
Form 5
May 11, 2012

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *
JOHNSON ROBERT W

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

6155 EL CAMINO REAL

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/30/2012

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

CARLSBAD, CA 92009

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) Amount (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|---|--|---|
|--|---|--------------------------------------|--|--------------------------------|---|--|---|

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| Security | | | | | of (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------------|----------|------------|---|----|--------|-----|------------------|-----------------|--------------|----------------------------|
| | | | | | (A) | (D) | | | | |
| common stock option (right to buy) | \$ 47.15 | 01/27/2012 | Â | A4 | 5,000 | Â | 01/27/2013 | 01/27/2018 | common stock | 5,000 |
| restricted stock unit | Â | 01/27/2012 | Â | A4 | 1,600 | Â | Â (2) | Â (3) | common stock | 1,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON ROBERT W 6155 EL CAMINO REAL CARLSBAD, CA 92009 | Â X | Â | Â | Â |

Signatures

Kathleen K. Hollenbeck, under power of attorney 05/11/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of ViaSat, Inc.'s common stock.
- (2) Subject to the reporting person's continued service as a Director of the Issuer, this award will vest and convert into shares of common stock of the Issuer on January 27, 2013.
- (3) Until vested, the restricted stock unit shall be subject to forfeiture in the event of termination of the directorship with the Issuer.

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