

VIASAT INC

Form 4

November 15, 2016

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

6155 EL CAMINO REAL

(Street)

CARLSBAD, CA 92009

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VIASAT INC [VSAT]

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

11/10/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.0001 par value common stock	11/10/2016		M		9,724	A	\$ 0
					9,724		
\$.0001 par value common stock	11/10/2016		F ⁽¹⁾		5,075	D	\$ 79.67
					4,649		
\$.0001 par value common stock	11/10/2016		G ⁽²⁾		4,649	D	\$ 0
					0		

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\$\$.0001 par value common stock	11/10/2016	G	4,649	A	\$ 0	147,762	I	By Trust
\$\$.0001 par value common stock						2,069	I	By 401(k)

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
restricted stock unit	\$ 0	11/10/2016		M	4,583	(3) (4)	common stock	4,583 \$ 0
restricted stock unit	\$ 0	11/10/2016		M	5,141	(5) (4)	common stock	5,141 \$ 0

Reporting Owners

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

Signatures

Kathleen K. Hollenbeck, under power of attorney	11/15/2016
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__Signature of Reporting Person

Date

Explanation of Responses:

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

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

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

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

(3) The original restricted stock unit grant was for 18,333 restricted stock units on 11/14/2013. Subject to the Reporting Person's election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1-for-1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary and 1/4 on the fourth anniversary of the grant date.

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

(5) The original restricted stock unit grant was for 20,567 restricted stock units on 11/12/2012. Subject to the Reporting Person's election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1-for-1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary and 1/4 on the fourth anniversary of the grant date.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ns were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.(2)These options were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.(3)Option cancelled pursuant to the terms of the Merger Agreement.(4)Option cancelled pursuant to the terms of the Merger Agreement.(5)Option cancelled pursuant to the terms of the Merger Agreement.(6)Option cancelled pursuant to the terms of the Merger Agreement.(7)These options were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.(8)These options were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.(9)These options were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.(10)These options were cancelled immediately prior to the Merger for a cash payment per underlying share equal to the difference between the exercise price and \$31.00.(11)Option cancelled pursuant to the terms of the Merger Agreement.(12)Option cancelled pursuant to the terms of the Merger Agreement.(13)Option cancelled pursuant to the terms of the Merger Agreement.(14)Option cancelled pursuant to the terms of the Merger Agreement.(15)Option cancelled pursuant to the terms of the Merger Agreement.(16)Each share of Common Stock disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of December 1, 2008, among Johnson & Johnson, Maple Merger Sub, Inc. and Mentor Corporation in exchange for \$31.00 per share in cash.(17)Estimated to include 83,250 shares of common stock to be received in the conversion of a similar number of LTIP Performance Units. The actual number of shares is subject to change upon finalization of the transaction

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