

DANKBERG MARK D

Form 4

May 31, 2012

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

OMB APPROVAL

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DANKBERG MARK D

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

6155 EL CAMINO REAL

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/29/2012

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

Chief Executive Officer

(Street)

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

CARLSBAD, CA 92009

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.0001 par value common stock	05/29/2012		M		7,500	A	\$ 0
					7,500		D
\$.0001 par value common stock	05/29/2012		F ⁽¹⁾		2,751	D	\$ 42.39
					4,749		D
\$.0001 par value common stock	05/29/2012		G ⁽²⁾		4,749	D	\$ 0
					0		D

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\$.0001 par
 value
 common stock 05/29/2012 G 4,749 A \$ 0 1,526,184 I By Trust

\$.0001 par
 value
 common stock 786 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 of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
restricted stock unit	\$ 0	05/29/2012		M	7,500	(3)	(4)	common stock	7,500	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DANKBERG MARK D 6155 EL CAMINO REAL CARLSBAD, CA 92009	X Chief Executive Officer

Signatures

Mark D.
 Dankberg 05/31/2012

**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) 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 Mark Dankberg, an officer of ViaSat, Inc. Upon vesting the shares were contributed to The Dankberg Family Trust.

(3) The original restricted stock unit grant was for 30,000 restricted stock units on 05/28/2008. 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 with the issuer.

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

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