

LAY B ALLEN

Form 4

October 04, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAY B ALLEN

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2010

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

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

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

CARLSBAD, CA 92009

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
\$.0001 par value common stock	10/01/2010		M		1,600	A	\$ 0 307,778	I	See footnote <u>(1)</u>
\$.0001 par value common stock	10/01/2010		G ⁽²⁾		1,600	D	\$ 0 307,778	I	See footnote <u>(3)</u>
\$.0001 par value common stock	10/01/2010		G		1,600	A	\$ 0 307,778	I	See footnote <u>(3)</u>

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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. Pr Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
restricted stock unit	\$ 0	10/01/2010		M	1,600	10/01/2010	<u>(4)</u>	common stock	1,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LAY B ALLEN 6155 EL CAMINO REAL CARLSBAD, CA 92009	X

Signatures

Kathleen K. Hollenbeck, under power of
attorney

10/04/2010

__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) 162,936 shares are held by Lay Ventures, L.P. Mr. Lay and his wife are general partners of Lay Ventures, L.P. In addition, Mr. Lay and his wife are the trustees of The Lay Living Trust which holds 114,442 shares. The Lay Living Trust owns a 2% interest in Lay Ventures, L.P. Mr. Lay and his wife are also trustees of The Lay Charitable Remainder Trust which holds 30,400 shares. Mr. Lay disclaims beneficial ownership of the shares held by Lay Ventures, L.P. except to the extent of his pecuniary interest therein.
- (2) Upon vesting, the restricted stock unit was transferred to The Lay Living Trust.
- (3) 161,336 shares are held by Lay Ventures, L.P. Mr. Lay and his wife are general partners of Lay Ventures, L.P. In addition, Mr. Lay and his wife are the trustees of The Lay Living Trust which holds 116,042 shares. The Lay Living Trust owns a 2% interest in Lay Ventures,

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L.P. Mr. Lay and his wife are also trustees of The Lay Charitable Remainder Trust which holds 30,400 shares. Mr. Lay disclaims beneficial ownership of the shares held by Lay Ventures, L.P. except to the extent of his pecuniary interest therein

(4) Until vested, the restricted stock unit shall be subject to forfeiture in the event of termination of the directorship with the Issuer.

(5) The restricted stock unit was granted to B. Allen Lay, a director of ViaSat, Inc. Mr. Lay transferred the restricted stock unit to Lay Ventures on October 1, 2009, immediately following the grant of the restricted stock unit.

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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