LAY B ALLEN Form 4

September 28, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 4 or
Form 5
obligations
may continue.

Filed pursuant to Section 17(a) of the

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *LAY B ALLEN				Symbol		d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 6155 EL CAMINO REAL					T INC [V	•	(Check all applicable)			
			(1)		Day/Year)	Fransaction		e title Oth		
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
CARLSBAD, CA 92009							Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	quired, Disposed o	f, or Beneficia	ally Owned	
	1.Title of Security	2. Transaction Date (Month/Day/Year)				4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect	

(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. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
\$.0001 par value common stock	09/26/2012		M	10,000	` ′	\$ 27.72	10,000	D		
\$.0001 par value common stock	09/26/2012		G <u>(1)</u>	10,000	D	\$ 0	0	D		
\$.0001 par value common stock	09/26/2012		G	10,000	A	\$ 0	186,026	I	By Lay Ventures, L.P.	

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\$.0001 par value common See

tock

See

Yellow

146,387 I Footnote

(2)

(2)

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. Transactic Code (Instr. 8)	TransactiorDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
stock option (right to buy)	\$ 24.72	09/26/2012		M	1	10,000	10/04/2007	10/04/2012	common stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topolong of nor items ( items of	Director	10% Owner	Officer	Other			
LAY B ALLEN							
6155 EL CAMINO REAL	X						
CARLSBAD, CA 92009							

## **Signatures**

Kathleen K. Hollenbeck, under power of attorney

\*\*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) The stock option was granted to B. Allen Lay, a director of ViaSat, Inc. Upon exercise the shares were transferred to 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

Reporting Owners 2

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which owns a 2% interest in Lay Ventures, L.P. Mr. Lay disclaims beneficial ownership of the shares held by Lay Ventures, L.P. except to the extent of his pecuniary interest therein

186,026 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 115,987 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

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.