

VIASAT INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 09/21/17

Address	6155 EL CAMINO REAL CARLSBAD, CA, 92009
Telephone	760-476-2200
CIK	0000797721
Symbol	VSAT
SIC Code	3663 - Radio and Television Broadcasting and Communications Equipment
Industry	Communications & Networking
Sector	Technology
Fiscal Year	03/31

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

VIASAT, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

33-0174996
(I.R.S. Employer
Identification No.)

**6155 El Camino Real
Carlsbad, California 92009
(760) 476-2200**
(Address of Principal Executive Offices)

**1996 Equity Participation Plan of ViaSat, Inc.
ViaSat, Inc. Employee Stock Purchase Plan
(Full Title of the Plan)**

Robert Blair, Esq.
Vice President, General Counsel and Secretary
ViaSat, Inc.
**6155 El Camino Real
Carlsbad, California 92009
(760) 476-2200**
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
**Craig M. Garner, Esq.
Latham & Watkins LLP
12670 High Bluff Drive
San Diego, California 92130
(858) 523-5400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

- | | | | |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.0001 par value (2)	3,850,000 shares	\$61.88(3)	\$238,238,000.00	\$27,611.78
Common stock, \$0.0001 par value (4)	800,000 shares	\$52.60(5)	\$42,078,400.00	\$4,876.89

- (1) Pursuant to Rule 416 under the Securities Act of 1933 (the "Securities Act"), this registration statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock split, stock dividend, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of our common stock.
- (2) Covers 3,850,000 additional shares of ViaSat, Inc. ("ViaSat") common stock available for issuance under the 1996 Equity Participation Plan of ViaSat, Inc. (the "1996 Plan") pursuant to an amendment and restatement of the 1996 Plan approved by the stockholders of ViaSat on September 7, 2017. The 1996 Plan authorizes the issuance of a maximum of 29,050,000 shares of common stock. However, the offer and sale of 25,200,000 shares of common stock, which have been or may be issued under the 1996 Plan, have previously been registered pursuant to prior Form S-8 registration statements (Commission File Nos. 333-21113, 333-68757, 333-67010, 333-109959, 333-153828, 333-169593, 333-184029 and 333-207064).
- (3) The Proposed Maximum Offering Price Per Share has been estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee. The computation is based upon the average of the high and low prices of ViaSat common stock as reported on the Nasdaq Global Select Market on September 15, 2017, because the offering price of the securities to be granted in the future is not currently determinable.
- (4) Covers 800,000 additional shares of ViaSat common stock available for issuance under the ViaSat, Inc. Employee Stock Purchase Plan (the "Purchase Plan") pursuant to an amendment and restatement of the Purchase Plan approved by the stockholders of ViaSat on September 7, 2017. The Purchase Plan authorizes the issuance of a maximum of 3,650,000 shares of common stock. However, the offer and sale of 2,850,000 shares of common stock, which have been or may be issued under the Purchase Plan, have previously been registered pursuant to prior Form S-8 registration statements (Commission File Nos. 333-21113, 333-40396, 333-131382, 333-160361, 333-191326 and 333-207064).
- (5) The Proposed Maximum Offering Price Per Share has been estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee. The computation is based upon 85% (see explanation in following sentence) of the average of the high and low prices of ViaSat common stock as reported on the Nasdaq Global Select Market on September 15, 2017. Pursuant to the Purchase Plan, which plan is incorporated by reference herein, the purchase price of a share of common stock shall mean an amount equal to 85% of the fair market value of a share of common stock on the first or last day of an offering period, whichever is lower.

Proposed sales to take place as soon after the effective date of the registration statement as awards granted under the above-named plans are granted, exercised and/or distributed.

EXPLANATORY NOTE

This registration statement on Form S-8 is filed by ViaSat to register an additional 3,850,000 shares of ViaSat common stock for issuance under the 1996 Plan pursuant to an amendment and restatement of the 1996 Plan approved by the stockholders of ViaSat on September 7, 2017. In accordance with Instruction E to Form S-8, the contents of the prior Form S-8 registration statements (Commission File Nos. 333-21113, 333-68757, 333-67010, 333-109959, 333-153828, 333-169593, 333-184029 and 333-207064) are incorporated herein by reference.

This registration statement on Form S-8 is also filed by ViaSat to register an additional 800,000 shares of ViaSat common stock for issuance under the Purchase Plan pursuant to an amendment and restatement of the Purchase Plan approved by the stockholders of ViaSat on September 7, 2017. In accordance with Instruction E to Form S-8, the contents of the prior Form S-8 registration statements (Commission File Nos. 333-21113, 333-40396, 333-131382, 333-160361, 333-191326 and 333-207064) are hereby incorporated by reference.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

ViaSat hereby incorporates the following documents in this registration statement by reference:

- (a) ViaSat's Annual Report on Form 10-K for the fiscal year ended March 31, 2017 filed with the Securities and Exchange Commission ("SEC") on May 25, 2017;
- (b) ViaSat's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017 filed with the SEC on August 9, 2017;
- (c) ViaSat's Current Reports on Form 8-K filed with the SEC on July 12, 2017, September 5, 2017, September 7, 2017, September 8, 2017 and September 21, 2017;
- (d) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") since the end of the fiscal year covered by ViaSat's Annual Report on Form 10-K referred to in clause (a) above; and
- (e) The description of ViaSat common stock set forth in ViaSat's registration statement on Form 8-A filed with the SEC on November 20, 1996, including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by ViaSat pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
5.1	<u>Opinion of Latham & Watkins LLP*</u>
10.1	<u>ViaSat, Inc. Employee Stock Purchase Plan (As Amended and Restated Effective September 7, 2017) (which is incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed with the Commission on September 8, 2017)</u>
10.2	<u>1996 Equity Participation Plan of ViaSat, Inc. (As Amended and Restated Effective September 7, 2017) (which is incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed with the Commission on September 8, 2017)</u>
10.3	<u>Form of Stock Option Agreement for the 1996 Equity Participation Plan of ViaSat, Inc. (which is incorporated by reference to Exhibit 10.4 to the Registrant's Form 10-K filed with the Commission on May 26, 2015)</u>
10.4	<u>Form of Restricted Stock Unit Award Agreement for the 1996 Equity Participation Plan of ViaSat, Inc. – Global (which is incorporated by reference to Exhibit 10.5 to the Registrant's Form 10-K filed with the Commission on May 25, 2017)</u>
10.5	<u>Form of Restricted Stock Unit Award Agreement for the 1996 Equity Participation Plan of ViaSat, Inc. – Independent Director (which is incorporated by reference to Exhibit 10.6 to the Registrant's Form 10-K filed with the Commission on May 26, 2015)</u>
10.6	<u>Form of Restricted Stock Unit Award Agreement for the 1996 Equity Participation Plan of ViaSat, Inc. – Executive (which is incorporated by reference to Exhibit 10.7 to the Registrant's Form 10-K filed with the Commission on May 26, 2015)</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP*</u>
23.2	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto)*</u>
24.1	<u>Power of Attorney (see signature page)*</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that the registrant meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California, on September 21, 2017.

ViaSat, Inc.

By: /s/ Mark Dankberg
Mark Dankberg
Chairman and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Mark Dankberg and Robert Blair, jointly and severally, his attorneys-in-fact, each with the full power of substitution, for him in any and all capacities, to sign this registration statement, and any amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark Dankberg</u> Mark Dankberg	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	September 21, 2017
<u>/s/ Shawn Duffy</u> Shawn Duffy	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	September 21, 2017
<u>/s/ Rick Baldrige</u> Rick Baldrige	Director, President and Chief Operating Officer	September 21, 2017
<u>/s/ Frank J. Biondi, Jr.</u> Frank J. Biondi, Jr.	Director	September 21, 2017
<u>/s/ Robert Johnson</u> Robert Johnson	Director	September 21, 2017
<u>/s/ Allen Lay</u> Allen Lay	Director	September 21, 2017
<u>/s/ Jeffrey Nash</u> Jeffrey Nash	Director	September 21, 2017
<u>/s/ Varsha Rao</u> Varsha Rao	Director	September 21, 2017
<u>/s/ John Stenbit</u> John Stenbit	Director	September 21, 2017
<u>/s/ Harvey White</u> Harvey White	Director	September 21, 2017

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LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

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Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

September 21, 2017

ViaSat, Inc.
 6155 El Camino Real
 Carlsbad, California 92009

Re: Registration Statement on Form S-8; 4,650,000 Shares of Common Stock, par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to ViaSat, Inc., a Delaware corporation (the “Company”), in connection with the proposed issuance of 800,000 shares of common stock, par value \$0.0001 per share, of the Company (the “Common Stock”), pursuant to the Company’s Employee Stock Purchase Plan (as amended and restated, the “ESPP”), and 3,850,000 shares of Common Stock pursuant to the Company’s 1996 Equity Participation Plan (as amended and restated, the “1996 Plan,” and together with the ESPP, the “Plans”), for an aggregate of 4,650,000 shares of Common Stock (the “Shares”). The Shares are included in a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the “Act”), filed with the Securities and Exchange Commission (the “Commission”) on September 21, 2017 (the “Registration Statement”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

LATHAM & WATKINS LLP

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, or certificates representing the Shares (in the form of the specimen certificate incorporated by reference as an exhibit to the Company's most recent Annual Report on Form 10-K) have been manually signed by an authorized officer of the transfer agent and registrar therefor, and subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares, and when the Shares have been issued by the Company in the circumstances contemplated by the Plans for legal consideration in excess of par value, the issuance of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ LATHAM & WATKINS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated May 24, 2017 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in ViaSat, Inc.'s Annual Report on Form 10-K for the year ended March 31, 2017.

/s/ PricewaterhouseCoopers LLP
San Diego, California
September 21, 2017