

VIASAT INC  
Form 8-K  
November 18, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 17, 2016**

**ViaSat, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
  
**incorporation)**

**000-21767**  
**(Commission**

**File No.)**  
**6155 El Camino Real**

**Carlsbad, California 92009**

**33-0174996**  
**(I.R.S. Employer**

**Identification No.)**

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**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: (760) 476-2200**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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*This Current Report on Form 8-K contains forward-looking statements that are subject to the safe harbors created under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. These statements are based on current expectations, estimates, forecasts and projections about the industries in which ViaSat operates and the beliefs and assumptions of its management. ViaSat uses words such as anticipate, believe, continue, estimate, expect, goal, intend, may, plan, project, seek, should, target, will, would, va similar expressions to identify forward-looking statements. In addition, statements that refer to, among other things, the completion of the offering and the expected net proceeds therefrom are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties and assumptions that are difficult to predict. Factors that could cause actual results to differ include the risks and uncertainties associated with market conditions and the satisfaction of customary closing conditions relating to the offering. Please also refer to the risk factors contained in ViaSat's Securities and Exchange Commission filings available at [www.sec.gov](http://www.sec.gov), including ViaSat's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Actual results may differ materially and adversely from those expressed in any forward-looking statements. ViaSat undertakes no obligation to revise or update any forward-looking statements for any reason.*

#### **Item 8.01. Other Events.**

On November 17, 2016, ViaSat, Inc. ( ViaSat ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. LLC, as managers of the underwriters named therein (the Underwriters ), related to a public offering (the Offering ) by ViaSat of 6,500,000 shares of ViaSat's common stock, par value \$0.0001 per share ( Common Stock ) at a public offering price of \$69.74 per share. In addition, in accordance with the terms of the Underwriting Agreement, ViaSat has granted to the Underwriters an option to purchase up to an additional 975,000 shares, exercisable within 30 days after the date of the Underwriting Agreement. The Offering is expected to close on November 23, 2016, subject to the satisfaction of customary closing conditions. The net proceeds to ViaSat from the Offering are expected to be approximately \$436.9 million after deducting underwriting discounts and estimated offering expenses, prior to any exercise of the Underwriters' option to purchase additional shares of common stock.

The Offering is being made pursuant to ViaSat's effective registration statement on Form S-3 (Registration Statement No. 333-209452) filed with the Securities and Exchange Commission (the SEC ) on February 10, 2016 and a prospectus supplement and accompanying prospectus filed with the SEC.

The Underwriting Agreement contains customary representations, warranties, covenants and agreements by ViaSat, customary conditions to closing, and indemnification obligations of ViaSat and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, among other obligations of the parties. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties. The foregoing description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this report and is incorporated by reference herein. A copy of the opinion of Latham & Watkins LLP relating to the legality of the issuance and sale of Common Stock in the offering is attached as Exhibit 5.1 to this report.

#### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description of Exhibit
1.1	Underwriting Agreement, dated November 17, 2016, by and among ViaSat, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. LLC.
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIASAT, INC.

Date: November 17, 2016

By: /s/ Paul Castor

Name: Paul Castor

Title: Vice President, Chief Corporate Counsel

**EXHIBIT INDEX**

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