VIASAT INC
Form DEF 14A
July 26, 2013
Table of Contents

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant X

Filed by a Party other than the Registrant ..

Check the appropriate box:

.. Preliminary Proxy Statement
.. Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
X Definitive Proxy Statement
.. Definitive Additional Materials
.. Soliciting Material under Rule 14a-12

VIASAT, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

X No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transaction applies:
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
(4) Proposed maximum aggregate value of transaction:
(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
(1) Amount Previously Paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing Party:

(4) Date Filed:

Table of Contents

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

September 18, 2013

8:00 a.m. Pacific Time

Dear Fellow Stockholder:

You are cordially invited to attend our 2013 annual meeting of stockholders, which will be held on September 18, 2013 at 8:00 a.m. Pacific Time at the corporate offices of ViaSat located at 6155 El Camino Real, Founders Hall, Carlsbad, California. We are holding the annual meeting for the following purposes:

1. To elect Robert Bowman, B. Allen Lay and Dr. Jeffrey Nash to serve as Class II Directors for a three-year term to expire at the 2016 annual meeting of stockholders.

2. To ratify the appointment of PricewaterhouseCoopers LLP as ViaSat s independent registered public accounting firm for the fiscal year ending April 4, 2014.

3. To conduct an advisory vote on executive compensation.

4. To approve an amendment to the Employee Stock Purchase Plan.

5. To transact other business that may properly come before the annual meeting or any adjournments or postponements of the meeting.

These items are fully described in the proxy statement, which is part of this notice. We have not received notice of other matters that may be properly presented at the annual meeting.

All stockholders of record as of July 22, 2013, the record date, are entitled to vote at the annual meeting. **Your vote is very important. Whether or not you expect to attend the annual meeting in person, please sign, date and return the enclosed proxy card as soon as possible to ensure that your shares are represented at the annual meeting.** If your shares are held in street name, which means your shares are held of record by a broker, bank or other financial institution, you must provide your broker, bank or financial institution with instructions on how to vote your shares.

By Order of the Board of Directors

Mark Dankberg

Chairman of the Board and

Chief Executive Officer

Carlsbad, California

July 26, 2013

YOUR VOTE IS IMPORTANT.

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON,

PLEASE SIGN, DATE AND RETURN THE ACCOMPANYING PROXY CARD.

TABLE OF CONTENTS

Table of Contents

6155 El Camino Real

Carlsbad, California 92009

PROXY STATEMENT

The Board of Directors of ViaSat, Inc. is soliciting the enclosed proxy for use at the annual meeting of stockholders to be held on September 18, 2013 at 8:00 a.m. Pacific Time at the corporate offices of ViaSat located at 6155 El Camino Real, Founders Hall, Carlsbad, California, and at any adjournments or postponements of the meeting, for the purposes set forth in the Notice of Annual Meeting of Stockholders.

GENERAL INFORMATION

ABOUT THE ANNUAL MEETING AND VOTING

Why am I receiving this proxy statement?

We sent you this proxy statement and the enclosed proxy card because ViaSat s Board of Directors is soliciting your proxy to vote at the 2013 annual meeting of stockholders. This proxy statement summarizes the information you need to know to vote at the annual meeting. All stockholders who find it convenient to do so are cordially invited to attend the annual meeting in person. However, you do not need to attend the meeting to vote your shares. Instead, you may simply sign, date and return the enclosed proxy card.

We intend to begin mailing this proxy statement, the attached notice of annual meeting and the enclosed proxy card on or about July 26, 2013 to all stockholders of record entitled to vote at the annual meeting. Only stockholders who owned ViaSat common stock on the record date, July 22, 2013, are entitled to vote at the annual meeting. On this record date, there were approximately 45,440,010 shares of ViaSat common stock outstanding. Common stock is our only class of stock entitled to vote. We are also sending along with this proxy statement our 2013 fiscal year annual report, which includes our financial statements.

What am I voting on?

The items of business scheduled to be voted on at the annual meeting are:

Proposal 1: The election of Robert Bowman, B. Allen Lay and Dr. Jeffrey Nash to serve as Class II Directors for a three-year term to expire at the 2016 annual meeting of stockholders.

Proposal 2: The ratification of the appointment of PricewaterhouseCoopers as ViaSat s independent registered public accounting firm for the 2014 fiscal year.

Proposal 3: The advisory vote on executive compensation.

Proposal 4: The amendment to the Employee Stock Purchase Plan.
We also will consider any other business that properly comes before the annual meeting.

How does the Board recommend that I vote?

Our Board of Directors unanimously recommends that you vote:

FOR the election of the director nominees listed in this proxy statement (Proposal 1);

FOR the ratification of the appointment of PricewaterhouseCoopers as ViaSat s independent registered public accounting firm (Proposal 2);

FOR the approval of executive compensation (Proposal 3); and

FOR the amendment to the Employee Stock Purchase Plan (Proposal 4).

How many votes do I have?

You are entitled to one vote for every share of ViaSat common stock that you own as of July 22, 2013.

How do I vote by proxy?

Your vote is important. Whether or not you plan to attend the annual meeting in person, we urge you to sign, date and return the enclosed proxy card as soon as possible to ensure that your vote is recorded promptly. Returning the proxy card will not affect your right to attend the annual meeting or vote your shares in person.

If you complete and submit your proxy card, the persons named as proxies will vote your shares in accordance with your instructions. If you submit a proxy card but do not fill out the voting instructions on the proxy card, your shares will be voted as recommended by the Board of Directors.

If any other matters are properly presented for voting at the annual meeting, or any adjournments or postponements of the annual meeting, the proxy card will confer discretionary authority on the individuals named as proxies to vote your shares in accordance with their best judgment. As of the date of this proxy statement, we have not received notice of other matters that may properly be presented for voting at the annual meeting.

May I revoke my proxy?

If you give us your proxy, you may revoke it at any time before your proxy is voted at the annual meeting. You may revoke your proxy in any of the following three ways:

- you may send in another signed proxy card bearing a later date;
- you may deliver a written notice of revocation to ViaSat s Corporate Secretary prior to the annual meeting; or
- you may notify ViaSat s Corporate Secretary in writing before the annual meeting and vote in person at the meeting.

If your shares are held in street name, which means your shares are held of record by a broker, bank or other financial institution, you must contact your broker, bank or financial institution to revoke any prior instructions.

How do I vote in person?

If you plan to attend the annual meeting and wish to vote in person, we will give you a ballot when you arrive. Even if you plan to attend the annual meeting, we recommend that you also vote by proxy as described above so that your vote will be counted if you later decide not to attend the meeting.

What if my shares are held by a broker, bank or other financial institution?

If you are the beneficial owner of shares held by a broker, bank or other financial institution, then your shares are held in street name and the organization holding your shares is considered to be the stockholder of record for purposes of voting at the annual meeting. As the beneficial owner, you have the right to direct your broker, bank or other financial institution regarding how to vote your shares. You are also invited to attend the annual meeting. However, since you are not the stockholder of record, you may not vote in person at the meeting unless you bring to the meeting a legal proxy from the record holder of the shares (your broker, bank or other financial institution). The legal proxy will give you the right to vote the shares at the meeting.

Can I vote via the internet or by telephone?

If your shares are registered in the name of a broker, bank or other financial institution, you may be eligible to vote your shares electronically over the internet or by telephone. A large number of banks and brokerage firms offer internet and telephone voting. If the broker, bank or other financial institution holding your shares does not offer internet or telephone voting information, please complete and return your proxy card or voting instruction card in the self-addressed, postage-paid envelope provided.

Table of Contents

How can I attend the annual meeting?

You are entitled to attend the annual meeting only if you were a ViaSat stockholder or joint holder as of the record date, July 22, 2013, or you hold a valid proxy for the annual meeting. You should be prepared to present valid government issued photo identification for admittance. If you are a stockholder of record, your name will be verified against the list of stockholders of record on the record date prior to your admission to the annual meeting. If you are not a stockholder of record but hold shares in street name, you should provide proof of beneficial ownership by bringing either a copy of the voting instruction card provided by your broker or a copy of a brokerage statement showing your share ownership as of July 22, 2013. If you do not provide photo identification or comply with the other procedures outlined above, you will not be admitted to the annual meeting. The use of cell phones, smartphones, pagers, recording and photographic equipment and/or computers is not permitted at the annual meeting.

What constitutes a quorum?

A quorum is present when at least a majority of the outstanding shares entitled to vote are represented at the annual meeting either in person or by proxy. This year, approximately 22,720,006 shares must be represented to constitute a quorum at the meeting and permit us to conduct our business.

What vote is required to approve each proposal?

In the election of directors, the three nominees for director who receive the highest number of affirmative votes will be elected as directors. All other proposals require the affirmative vote of a majority of the votes cast on that proposal. Voting results will be tabulated and certified by our transfer agent, Computershare.

What will happen if I abstain from voting or fail to vote?

Shares held by persons attending the annual meeting but not voting, and shares represented by proxies that reflect abstentions as to a particular proposal will be counted as present for purposes of determining the presence of a quorum.

Shares represented by proxies that reflect a broker non-vote will be counted for purposes of determining whether a quorum exists. A broker non-vote occurs when a broker, bank or other financial institution holding shares in street name for a beneficial owner has not received instructions from the beneficial owner and does not have discretionary authority to vote the shares for a particular proposal. Under the rules of various national and regional securities exchanges, the organization that holds your shares in street name has discretionary authority to vote only on routine matters and cannot vote on non-routine matters. The only proposal at the meeting that is considered a routine matter under applicable rules is the proposal to ratify the appointment of PricewaterhouseCoopers as ViaSat s independent registered public accounting firm for the 2014 fiscal year. Therefore, unless you provide voting instructions to the broker, bank or other financial institution holding shares on your behalf, they will not have discretionary authority to vote your shares on any of the other proposals described in this proxy statement. Please vote your proxy or provide voting instructions to the broker, bank or other financial institution holding your shares so your vote on the other proposals will be counted.

In tabulating the voting results for each proposal, neither abstentions nor shares that constitute broker non-votes are considered votes cast on that proposal. Thus, abstentions and broker non-votes will not affect the outcome of any matter being voted on at the meeting, assuming that a quorum is obtained.

What are the costs of soliciting these proxies?

We will pay the entire cost of soliciting these proxies, including the preparation, assembly, printing and mailing of this proxy statement and any additional solicitation material that we may provide to stockholders. In addition to the mailing of the notices and these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities. We will reimburse brokerage houses and other custodians, nominees and fiduciaries for forwarding proxy and solicitation materials to stockholders.

Table of Contents

I share an address with another stockholder, but we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?

If you share an address with another stockholder, you may receive only one set of proxy materials unless you have provided contrary instructions. The rules promulgated by the Securities and Exchange Commission, or SEC, permit companies, brokers, banks or other financial institutions to deliver a single copy of a proxy statement and annual report to households at which two or more stockholders reside. This practice, known as householding, is designed to reduce duplicate mailings, save significant printing and postage costs, and conserve natural resources. Stockholders will receive only one copy of our proxy statement and annual report if they share an address with another stockholder, have been previously notified of householding by their broker, bank or other financial institution, and have consented to householding, either affirmatively or implicitly by not objecting to householding. If you would like to opt out of this practice for future mailings, and receive separate annual reports and proxy statements for each stockholder sharing the same address, please contact your broker, bank or financial institution. You may also obtain a separate annual report or proxy statement without charge by sending a written request to ViaSat, Inc., Attention: Investor Relations, 6155 El Camino Real, Carlsbad, California 92009, by email at *ir@viasat.com* or by telephone at (760) 476-2633. We will promptly send additional copies of the annual report or proxy statement upon receipt of such request.

Important notice regarding the availability of proxy materials for the ViaSat annual meeting of stockholders to be held on September 18, 2013.

Under rules adopted by the SEC, we are also furnishing proxy materials to our stockholders via the internet. This process is designed to expedite stockholders receipt of proxy materials, lower the cost of the annual meeting and help conserve natural resources. **This proxy statement and our annual report to stockholders are available on the Investor Relations section of our website at *investors.viasat.com*.** If you are a stockholder of record, you can elect to access future proxy statements and annual reports electronically by marking the appropriate box on your proxy card. Choosing to receive your future proxy materials electronically will help us conserve natural resources and reduce the costs of printing and distributing our proxy materials. If you choose this option, your choice will remain in effect until you notify our transfer agent, Computershare, by mail that you wish to resume mail delivery of these documents. If you hold your shares in street name, please refer to the information provided by your broker, bank or other financial institution for instructions on how to elect this option.

Table of Contents

CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS

We are dedicated to maintaining the highest standards of business integrity. It is our belief that adherence to sound principles of corporate governance, through a system of checks, balances and personal accountability is vital to protecting ViaSat s reputation, assets, investor confidence and customer loyalty. Above all, the foundation of ViaSat s integrity is our commitment to sound corporate governance. Our corporate governance guidelines and Guide to Business Conduct can be found on the Investor Relations section of our website at *investors.viasat.com*.

Board Responsibilities

Primary Responsibilities. The Board is the company s governing body, responsible for overseeing ViaSat s Chief Executive Officer and other senior management in the competent and ethical operation of the company on a day-to-day basis and assuring that the long-term interests of the stockholders are being served. To satisfy its duties, directors are expected to take a proactive, focused approach to their position, and set standards to ensure that the company is committed to business success through the maintenance of high standards of responsibility and ethics.

Risk Oversight. We take a comprehensive approach to risk management which is reflected in the reporting processes by which our management provides timely and comprehensive information to the Board to support the Board s role in oversight, approval and decision-making. Our senior management is responsible for assessing and managing the company s various exposures to risk on a day-to-day basis, including the creation of appropriate risk management programs and policies. The Board is responsible for overseeing management in the execution of its responsibilities and for assessing the company s approach to risk management. The Board exercises these responsibilities periodically as part of its meetings and also through the Board s committees, each of which examines various components of enterprise risk as is it pertains to the committee s area of oversight. In addition, an overall review of risk is inherent in the Board s consideration of the company s long-term strategies and in the transactions and other matters presented to the Board, including capital expenditures, acquisitions and divestitures, and financial matters.

Board Leadership and Independence

Mark Dankberg, our Chief Executive Officer, serves as the Chairman of the Board. Currently, the Board believes this leadership structure provides the most efficient and effective leadership model for ViaSat by enhancing the Chairman and Chief Executive Officer s ability to provide clear insight and direction of business strategies and plans to both the Board and management. The Board regularly evaluates its leadership structure and currently believes ViaSat can most effectively execute its business strategies and plans if the Chairman is also a member of the management team. A single person, acting in the capacities of Chairman and Chief Executive Officer, promotes unity of vision and leadership, which allows for a single, clear focus for management to execute the company s business strategies and plans. While we have not currently designated a lead independent director, we believe that ViaSat s unitary leadership structure is appropriately balanced by sound corporate governance principles, the effective oversight of management by non-employee directors and the strength of ViaSat s independent directors.

The criteria established by The Nasdaq Stock Market, or Nasdaq, for director independence include various objective standards and a subjective test. A member of the Board of Directors is not considered independent under the objective standards if, for example, he or she is (1) an employee of ViaSat, or (2) a partner in, or a controlling shareholder or an executive officer of, an entity to which ViaSat made, or from which ViaSat received, payments in the current or any of the past three fiscal years that exceed 5% of the recipient s consolidated gross revenues for that year. The subjective test requires that each independent director not have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

None of the directors were disqualified from independent status under the objective standards, other than Mr. Dankberg, who does not qualify as independent because he is a ViaSat employee. The subjective evaluation of director independence by the Board of Directors was made in the context of the objective standards by taking

Table of Contents

into account the standards in the objective tests, and reviewing and discussing additional information provided by the directors and the company with regard to each director s business and personal activities as they may relate to ViaSat and ViaSat s management. In conducting this evaluation, the Board considered the following relationship that did not contravene the Nasdaq objective standards but was identified by the Nomination, Evaluation and Corporate Governance Committee for further consideration by the Board under the subjective standard: Mr. Stenbit is a non-employee director of Loral Space & Communications Inc. (Loral), a company which we do business with and which is adverse to us in legal proceedings. The nature of these relationships and transactions are described in greater detail in the Certain Relationships and Related Transactions section of this proxy statement. Based on all of the foregoing, the Board made a subjective determination that Mr. Stenbit maintains the ability to exercise independent judgment in carrying out the responsibilities of a director.

As a result, the Board of Directors affirmatively determined that each member of the Board other than Mr. Dankberg is independent under the criteria established by Nasdaq for director independence. In addition to the Board level standards for director independence, all members of the Audit Committee, Compensation and Human Resources Committee, and Nomination, Evaluation and Corporate Governance Committee qualify as independent directors as defined by Nasdaq.

Board Structure and Committee Composition

As of the date of this proxy statement, our Board of Directors has seven directors and the following four standing committees: (1) Audit Committee, (2) Compensation and Human Resources Committee, (3) Nomination, Evaluation and Corporate Governance Committee, and (4) Banking and Finance Committee. The membership during the last year and the function of each of the committees are described below. Each of the committees operates under a written charter which can be found on the Investor Relations section of our website at *investors.viasat.com*. During our fiscal year ended March 29, 2013, the Board held nine meetings, including telephonic meetings. During this period, all of the directors attended or participated in at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by all committees of the Board on which each such director served. Although we do not have a formal policy regarding attendance by members of our Board at our annual meeting of stockholders, we encourage the attendance of our directors and director nominees at our annual meeting, and historically more than a majority have done so. All of our directors attended last year s annual meeting of stockholders, except for Mr. Bowman, who was appointed as a director subsequent to the meeting.

Director	**Audit Committee**	**Compensation and Human Resources Committee**	**Nomination, Evaluation and Corporate Governance Committee**	**Banking and Finance Committee**
Mark Dankberg				Member
Robert Bowman (1)			Member	Member
Robert Johnson	Member		Chair	
B. Allen Lay	Member			Chair
Jeffrey Nash	Member	Chair		
John Stenbit		Member	Member	
Harvey White	Chair	Member		
Number of Meetings in Fiscal 2013	5	7	2	1

(1) Mr. Bowman was appointed as a director and member of the Nomination, Evaluation and Corporate Governance and Banking and Finance Committees on April 26, 2013.

Audit Committee. The Audit Committee reviews the professional services provided by our independent registered public accounting firm, the independence of such independent registered public accounting firm from our management, and our annual and quarterly financial statements. The Audit Committee also reviews such other matters with respect to our accounting, auditing and financial reporting practices and procedures as it may

Table of Contents

find appropriate or may be brought to its attention. The Board of Directors has determined that each of the four members of our Audit Committee is an audit committee financial expert as defined by the rules of the SEC. The responsibilities and activities of the Audit Committee are described in greater detail in the Audit Committee Report.

Compensation and Human Resources Committee. The Compensation and Human Resources Committee is responsible for establishing and monitoring policies governing the compensation of executive officers. In carrying out these responsibilities, the Compensation and Human Resources Committee is responsible for advising and consulting with the officers regarding managerial personnel and development, and for reviewing and, as appropriate, recommending to the Board of Directors, policies, practices and procedures relating to the compensation of directors, officers and other managerial employees. The objectives of the Compensation and Human Resources Committee are to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of our stockholders. For additional information concerning the Compensation and Human Resources Committee, see the Compensation Discussion and Analysis section of this proxy statement.

Nomination, Evaluation and Corporate Governance Committee. The Nomination, Evaluation and Corporate Governance Committee is responsible for the development and recommendation to the Board of a set of corporate governance guidelines and principles, provides oversight of the process for the self-assessment by the Board and each of its committees, reviews and recommends nominees for election as directors and committee members, conducts the evaluation of our Chief Executive Officer, and advises the Board with respect to Board and committee composition.

Banking and Finance Committee. The Banking and Finance Committee oversees certain aspects of corporate finance for the company, and reviews and makes recommendations to the Board about the company s financial affairs and policies, including short and long-term financing plans, objectives and principles, borrowings or the issuance of debt and equity securities.

Director Nomination Process

The Nomination, Evaluation and Corporate Governance Committee is responsible for reviewing and assessing the appropriate skills and characteristics required of Board members in the context of the current size and membership of the Board. This assessment includes a consideration of personal and professional integrity, experience in corporate management, experience in our industry, experience as a board member of other publicly-held companies, diversity of expertise and experience, practical and mature business judgment, and with respect to current directors, performance on the ViaSat Board. These factors, and any other qualifications considered useful by the Nomination, Evaluation and Corporate Governance Committee, are reviewed in the context of an assessment of the perceived needs of the Board at a particular point in time. As a result, the priorities and emphasis of the Nomination, Evaluation and Corporate Governance Committee with regard to these factors may change from time to time to take into account changes in our business and other trends, as well as the portfolio of skills and experience of current and prospective Board members.

In recommending candidates for election to the Board of Directors, the Nomination, Evaluation and Corporate Governance Committee considers nominees recommended by directors, management and stockholders using the same criteria to evaluate all candidates. The Nomination, Evaluation and Corporate Governance Committee reviews each candidate s qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nomination, Evaluation and Corporate Governance Committee would recommend the candidate for consideration by the full Board of Directors. The Nomination, Evaluation and Corporate Governance Committee may engage consultants or third party search firms to assist in identifying and evaluating potential nominees.

The Nomination, Evaluation and Corporate Governance Committee will consider candidates recommended by any stockholder who has held our common stock for at least one year and who holds a minimum of 1% of our outstanding shares. When submitting candidates for nomination, stockholders must follow the notice procedures

Table of Contents

and provide the information specified in the section titled Other Matters. In addition, the recommendation must include the following: (1) the name and address of the stockholder and the beneficial owner (if any) on whose behalf the nomination is proposed, (2) a detailed resumé of the nominee, and the signed consent of the nominee to serve if elected, (3) the stockholder s reason for making the nomination, including an explanation of why the stockholder believes the nominee is qualified for service on our Board, (4) proof of the number of shares of our common stock owned by the record owner and the beneficial owner (if any) on whose behalf the record owner is proposing the nominee, (5) a description of any arrangements or understandings between the stockholder, the nominee and any other person regarding the nomination, (6) a description of any material interest of the stockholder and the beneficial owner (if any) on whose behalf the nomination is proposed, and (7) information regarding the nominee that would be required to be included in our proxy statement by the rules of the SEC, including the nominee s age, business experience, directorships, and involvement in legal proceedings during the past ten years.

Communications with the Board

Any stockholder wishing to communicate with any of our directors regarding corporate matters may write to the director, c/o General Counsel, ViaSat, Inc., 6155 El Camino Real, Carlsbad, California 92009. The General Counsel will forward such communications to each member of our Board of Directors; provided that, if in the opinion of the General Counsel it would be inappropriate to send a particular stockholder communication to a specific director, such communication will only be sent to the remaining directors (subject to the remaining directors concurring with such opinion). Certain correspondence such as spam, junk mail, mass mailings, product complaints or inquiries, job inquiries, surveys, business solicitations or advertisements, or patently offensive or otherwise inappropriate material may be forwarded elsewhere within the company for review and possible response.

Table of Contents

PROPOSAL 1:

ELECTION OF DIRECTORS

Overview

The authorized number of directors is presently seven. In accordance with our certificate of incorporation, we divide our Board of Directors into three classes, with Class I and Class III consisting of two members, and Class II consisting of three members. We elect one class of directors to serve a three-year term at each annual meeting of stockholders. At this year s annual meeting of stockholders, we will elect three Class II Directors to hold office until the 2016 annual meeting. At next year s annual meeting of stockholders, we will elect two Class III directors to hold office until the 2017 annual meeting, and the following year, we will elect two Class I Directors to hold office until the 2018 annual meeting. Thereafter, elections will continue in a similar manner at subsequent annual meetings. Each elected director will continue to serve until his successor is duly elected or appointed.

The Board of Directors unanimously nominated Robert Bowman, B. Allen Lay and Dr. Jeffrey Nash as Class II nominees for election to the Board. Unless proxy cards are otherwise marked, the persons named as proxies will vote all proxies received **FOR** the election of Mr. Bowman, Mr. Lay and Dr. Nash. If any director nominee is unable or unwilling to serve as a nominee at the time of the annual meeting, the persons named as proxies may vote either (1) for a substitute nominee designated by the present Board to fill the vacancy or (2) for the balance of the nominees, leaving a vacancy. Alternatively, the Board may reduce the size of the Board. The Board has no reason to believe that any of the nominees will be unable or unwilling to serve if elected as a director.

The following table sets forth for each nominee to be elected at the annual meeting and for each director whose term of office will extend beyond the annual meeting, the age of each nominee or director, the positions currently held by each nominee or director with ViaSat, the year in which each nominee s or director s current term will expire, and the class of director of each nominee or director.

Name	Age	Position with ViaSat	Term Expires	Class
Mark Dankberg	58	Chairman and Chief Executive Officer	2014	III
Robert Bowman	58	Director	2013	II
Robert Johnson	63	Director	2015	I
B. Allen Lay	78	Director	2013	II
Jeffrey Nash	65	Director	2013	II
John Stenbit	73	Director	2015	I
Harvey White	79	Director	2014	III

Class II Directors with Terms Expiring at this Annual Meeting

Robert Bowman has served as a director of ViaSat since April 2013. Mr. Bowman provides valuable insights to our Board as a result of his experience as a Chief Executive Officer of various media companies, his knowledge of digital media, and his extensive financial experience in both the public and private sectors. Mr. Bowman serves as President and Chief Executive Officer of Major League Baseball Advanced Media, L.P., which manages the interactive and internet rights for Major League Baseball, a position he has held since its inception in 2000. Prior to joining MLB Advanced Media, he was President and Chief Operations Officer of ITT Corporation from 1995 to 2000, where he previously served as Chief Financial Officer from 1991 to 1995. Mr. Bowman served as Treasurer of the State of Michigan from 1983 to 1990, overseeing its tax policy and collection and the state s pension fund. He currently serves as President of the Michigan Education Trust and as a member of the board of directors of Take-Two Interactive Software, Inc. Mr. Bowman also formerly served on the board of directors of Blockbuster Inc., The Warnaco Group, Inc. and World Wrestling Entertainment, Inc.

B. Allen Lay has been a director of ViaSat since 1996. Mr. Lay brings significant business and financial expertise to our Board due to his background as an investor in companies in various fields. From 1983 to 2001,

Table of Contents

he was a General Partner of Southern California Ventures, a venture capital company. From 2001 to the present, he has acted as a consultant to the venture capital industry. Mr. Lay also has significant expertise and perspective as a member of the boards of directors of companies in various industries, including software and hardware. Mr. Lay formerly served on the board of directors of CADO Systems Inc., Carley Lamps, LLC, Luminit, LLC, Meridian Data Inc., NPI, LLC and Westbrae Natural, Inc.

Dr. Jeffrey Nash has been a director of ViaSat since 1987. Dr. Nash provides our Board with significant operational and financial expertise due to his background as an executive of, investor in, and consultant to technology companies in various fields, including communications, aerospace and defense. From 2003 to 2009, Dr. Nash was President and Chairman of Inclined Plane Inc., a privately-held consulting and intellectual property development company serving the defense, communications and media industries. Dr. Nash also brings significant expertise and perspective through his service as a member of the boards of directors of private and public companies in various industries, including defense. Dr. Nash previously served as a director of REMEC, Inc., a former manufacturer of microwave products for defense, commercial communications and related applications, and Pepperball Technologies, Inc., a former manufacturer of non-lethal personal defense equipment for law enforcement, security and personal defense applications.

Class III Directors with Terms Expiring in 2014

Mark Dankberg is a founder of ViaSat and has served as Chairman of the Board and Chief Executive Officer of ViaSat since its inception in May 1986. Mr. Dankberg provides our Board with significant operational, business and technological expertise in the satellite and communications industry, and intimate knowledge of the issues facing our management, having been a member of ViaSat s founding group in May 1986. Mr. Dankberg also has significant expertise and perspective as a member of the boards of directors of companies in various industries, including communications. Mr. Dankberg serves as a director of TrellisWare Technologies, Inc., a majority-owned subsidiary of ViaSat that develops advanced signal processing technologies for communication applications, and was previously a director of REMEC, Inc., a former manufacturer of microwave products for defense, commercial communications and related applications. In addition, Mr. Dankberg serves on the board of Minnetronix, Inc., a privately-held medical device and design company. Prior to founding ViaSat, he was Assistant Vice President of M/A-COM Linkabit, a manufacturer of satellite telecommunications equipment, from 1979 to 1986, and Communications Engineer for Rockwell International Corporation from 1977 to 1979. Mr. Dankberg earned B.S.E.E. and M.E.E. degrees from Rice University.

Harvey White has been a director of ViaSat since May 2005. Mr. White provides our Board with significant operational, management and leadership expertise as an executive of large complex organizations in various industries, including wireless communications. Since June 2004, Mr. White has served as Chairman of (SHW)2 Enterprises, a business development and consulting firm. From September 1998 through June 2004, Mr. White served as Chairman and Chief Executive Officer of Leap Wireless International, Inc. (Nasdaq: LEAP). Leap Wireless filed a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code in April 2003, and completed its financial restructuring and emerged from bankruptcy in August 2004. Prior to Leap Wireless, Mr. White was a co-founder of QUALCOMM Incorporated (Nasdaq: QCOM) where he held various positions including director, President and Chief Operating Officer. Mr. White also has significant expertise and perspective as a member of the boards of directors of private and public companies in various industries. Mr. White formerly served on the board of directors of Applied Micro Circuits Corporation (Nasdaq: AMCC) and Motive, Inc. Mr. White attended West Virginia Wesleyan College and Marshall University where he earned a B.A. degree in Economics.

Class I Directors with Terms Expiring in 2015

Dr. Robert Johnson has been a director of ViaSat since 1986. Dr. Johnson brings significant business and corporate finance expertise to our Board through his role as an investor in companies in various industries. Dr. Johnson has worked in the venture capital industry since 1980, and has acted as an independent investor and served on the board of directors of a number of entrepreneurial companies since 1983. Dr. Johnson formerly served as a director of hi/fn, inc. Dr. Johnson earned B.S. and M.S. degrees in Electrical Engineering from Stanford University and M.B.A. and D.B.A. degrees from the Harvard Business School.

Table of Contents

John Stenbit has been a director of ViaSat since August 2004, and is a consultant for various government and commercial clients. Mr. Stenbit provides our Board with significant technological, defense and national security expertise as a result of his distinguished career of government service focused on the communications, aerospace and satellite fields. From 2001 to his retirement in March 2004, Mr. Stenbit served as the Assistant Secretary of Defense for Command, Control, Communications, and Intelligence (C3I) and later as Assistant Secretary of Defense of Networks and Information Integration / Department of Defense Chief Information Officer, the C3I successor organization. From 1977 to 2001, Mr. Stenbit worked for TRW, retiring as Executive Vice President. Mr. Stenbit was a Fulbright Fellow and Aerospace Corporation Fellow at the Technische Hogeschool, Einhoven, Netherlands. Mr. Stenbit has chaired the Science Advisory Panel to the Director for the Administrator of the Federal Aviation Administration. He also has significant expertise and perspective as a member of the boards of directors of private and public companies in various industries. Mr. Stenbit currently serves on the board of directors of Loral Space & Communications Inc. (Nasdaq: LORL) and Defense Group Inc., a private corporation. He also serves on the board of trustees of The Mitre Corp., a not-for-profit corporation, and as a member of the Advisory Boards of the National Security Agency, the Missile Defense Agency, the Defense Intelligence Agency and the Science Advisory Group of the U.S. Strategic Command. Mr. Stenbit previously served as a director of Cogent, Inc., SM&A Corporation and SI International, Inc.

Recommendation of the Board

The Board of Directors unanimously recommends that you vote **FOR** the election of Mr. Bowman, Mr. Lay and Dr. Nash.

Table of Contents

PROPOSAL 2:

RATIFICATION OF APPOINTMENT OF

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Overview

The Audit Committee has selected PricewaterhouseCoopers LLP as ViaSat s independent registered public accounting firm for our fiscal year ending April 4, 2014. PricewaterhouseCoopers has served as our independent registered public accounting firm since the fiscal year ended March 31, 1992. Representatives of PricewaterhouseCoopers are expected to be present at the annual meeting, will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Stockholder ratification of the selection of PricewaterhouseCoopers as our independent registered public accounting firm is not required by our bylaws or otherwise. However, we are submitting the selection of PricewaterhouseCoopers to the stockholders for ratification as a matter of good corporate practice. If the selection is not ratified, the Audit Committee will reconsider whether or not to retain PricewaterhouseCoopers, and may retain that firm or another without re-submitting the matter to the stockholders. Even if the selection is ratified, the Audit Committee may, in its discretion, direct the appointment of a different firm at any time during the year if it determines that such a change would be in the best interests of the company and its stockholders.

Principal Accountant Fees and Services

The following is a summary of the fees billed by PricewaterhouseCoopers for professional services rendered for the fiscal years ended March 29, 2013 and March 30, 2012:

Fee Category	Fiscal 2013 Fees ($)	Fiscal 2012 Fees ($)
Audit Fees	1,971,494	1,627,449
Audit-Related Fees	92,263	88,586
Tax Fees	84,036	69,568
All Other Fees	110,435	4,400
Total Fees	2,258,228	1,790,003

Audit Fees. This category includes the audit of our annual consolidated financial statements and the audit of our internal control over financial reporting, review of financial statements included in our Form 10-Q quarterly reports, and services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements.

Audit-Related Fees. This category consists of assurance and related services provided by PricewaterhouseCoopers that are reasonably related to the performance of the audit or review of our consolidated financial statements, and are not reported above as Audit Fees. These services include accounting consultations in connection with acquisitions, and consultations concerning financial accounting and reporting standards.

Tax Fees. This category consists of professional services rendered by PricewaterhouseCoopers, primarily in connection with tax compliance, tax planning and tax advice activities. These services include assistance with the preparation of tax returns, claims for refunds, value added tax compliance, and consultations on state, local and international tax matters.

All Other Fees. This category consists of fees for products and services other than the services reported above, including fees for subscription to PricewaterhouseCoopers on-line research tool.

Pre-Approval Policy of the Audit Committee

The Audit Committee has established a policy that all audit and permissible non-audit services provided by our independent registered public accounting firm will be pre-approved by the Audit Committee. These services may include audit services, audit-related services, tax services and other services. The Audit Committee

Table of Contents

considers whether the provision of each non-audit service is compatible with maintaining the independence of the independent registered public accounting firm. Pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval policy, and the fees for the services performed to date. During fiscal 2013, the fees paid to PricewaterhouseCoopers shown in the table above were pre-approved in accordance with this policy.

Recommendation of the Board

The Board of Directors unanimously recommends that you vote **FOR** the ratification of the appointment of PricewaterhouseCoopers as ViaSat s independent registered public accounting firm.

Table of Contents

PROPOSAL 3:

ADVISORY VOTE ON EXECUTIVE COMPENSATION

Overview

We are providing ViaSat stockholders with an opportunity to cast an advisory vote to endorse or not endorse the compensation of our Named Executive Officers (defined below) as disclosed in this proxy statement in accordance with the SEC s compensation disclosure rules. This proposal, commonly known as a say-on-pay proposal, gives our stockholders the opportunity to express their views on the design and effectiveness of our executive compensation program. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the compensation philosophy, policies and practices described in this proxy statement.

At our last annual meeting of stockholders held in September 2012, an overwhelming majority of the votes cast on the say-on-pay proposal were voted in favor of the proposal. We were gratified that, at our last annual meeting, approximately 99% of the votes cast by our stockholders supported our executive compensation program. Our Board of Directors believes this affirms stockholders support of ViaSat s approach to executive compensation.

Consistent with ViaSat s compensation philosophy described more fully in the Compensation Discussion and Analysis section of this proxy statement, our executive compensation program has been designed to encourage high performance, promote accountability and align the interests of our executives with the interests of our stockholders by linking a substantial portion of compensation to the company s performance. The program is designed to reward superior performance and provide financial consequences for underperformance. The program is also designed to attract, retain and motivate a talented team of executives with superior ability, experience and leadership to grow the company s business and build stockholder value. We urge stockholders to read the Compensation Discussion and Analysis section of this proxy statement, which describes in more detail how our compensation policies and procedures operate and are designed to achieve our compensation objectives, as well as the Summary Compensation Table and other related compensation tables and disclosure, which provide detailed information on the compensation of our Named Executive Officers. We believe that our executive compensation program fulfills these objectives and that the compensation of our Named Executive Officers is instrumental in contributing to ViaSat s long-term success.

We request stockholder approval, on an advisory basis, of the compensation of ViaSat s Named Executive Officers, as disclosed in ViaSat s proxy statement for the 2013 annual meeting of stockholders pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related compensation tables and disclosure.

While this advisory vote is non-binding, our Board of Directors values the opinions that our stockholders express in their votes and will, as a matter of good corporate practice, take into account the outcome of the vote when considering future compensation decisions.

Consistent with the preference of our stockholders as reflected in our prior non-binding advisory vote on the frequency of future say-on-pay votes, this say-on-pay advisory vote will be presented on an annual basis unless otherwise disclosed. Following this year s advisory vote, the next scheduled say-on-pay advisory vote will take place at our 2014 annual meeting of stockholders.

Recommendation of the Board

The Board of Directors unanimously recommends that you vote **FOR** the approval of the compensation of the Named Executive Officers as disclosed in this proxy statement.

Table of Contents

PROPOSAL 4:

AMENDMENT TO THE

EMPLOYEE STOCK PURCHASE PLAN

Overview

We are requesting that our stockholders approve the amendment of our Employee Stock Purchase Plan. In this Proposal 4, we refer to our Employee Stock Purchase Plan as the Purchase Plan. On June 13, 2013, our Board of Directors approved the amendment of the Purchase Plan, to be effective as of September 18, 2013, subject to stockholder approval. The amended Purchase Plan implements the following changes:

- The maximum number of shares of ViaSat common stock that may be issued under the Purchase Plan will be increased by 300,000 shares to 2,550,000 shares. Currently, the Purchase Plan is authorized to issue up to an aggregate of 2,250,000 shares of ViaSat common stock. As of July 1, 2013, a total of 2,075,985 of these shares had been issued and sold, and accordingly, only 174,015 shares remain available for purchase under the Purchase Plan. If the amended Purchase Plan is approved by the stockholders, the total number of shares remaining available for purchase under the Purchase Plan will be approximately 474,015.

- The amended Purchase Plan will have two components in order to give us increased flexibility in the granting of purchase rights under the Purchase Plan to U.S. and to non-U.S. employees. Specifically, the amended Purchase Plan authorizes the grant of purchase rights that are intended to qualify for favorable U.S. federal tax treatment (the Section 423 Component) under Section 423 of the U.S. Internal Revenue Code of 1986, as amended (the Code). To facilitate participation for employees located outside of the United States in light of non-U.S. law and other considerations, the amended Purchase Plan also provides for the grant of purchase rights that are not intended to be tax-qualified under Code Section 423 (the Non-Section 423 Component). The plan administrator will designate offerings made under the Non-Section 423 Component and, except as otherwise noted below, the Section 423 Component and the Non-Section 423 Component generally will be operated and administered in the same way.

The amended Purchase Plan will become effective as of September 18, 2013, provided it has been approved by our stockholders. If the amended Purchase Plan is not approved by our stockholders, the amended Purchase Plan will not become effective and the existing Purchase Plan will continue in effect.

Determination to Approve Amendments to the Purchase Plan

We firmly believe that the Purchase Plan is a necessary and powerful incentive and retention tool that benefits all of our stockholders. Specifically, the amended Purchase Plan will enable us to continue to: (1) provide eligible employees with a convenient means of acquiring an equity interest in ViaSat through payroll deductions, (2) enhance such employees sense of participation in the affairs of ViaSat, and (3) provide an incentive for continued employment. The Purchase Plan will also continue to align the interests of employees with those of stockholders through increased stock ownership.

Our Board of Directors approved the amendments to the Purchase Plan based upon a recommendation of the Compensation and Human Resources Committee. In making its determination, the Compensation and Human Resources Committee and the Board of Directors considered various factors in determining the appropriate number of shares to be added to the share reserve under the Purchase Plan, including an analysis of certain burn rate, dilution and overhang metrics and the costs of the increase in the share reserve. Specifically, the Board of Directors and the Compensation and Human Resources Committee considered that:

- 174,015 shares remained available for purchase under the Purchase Plan as of July 1, 2013. Based on historical usage, we estimate that these shares would only be sufficient for the next two offering periods, after which the remaining shares would be insufficient to meet the anticipated demand for shares under the Purchase Plan during the offering period that commences on July 1, 2014. Thus, the increase in the shares available for issuance under the Purchase Plan pursuant to the amendment is necessary to allow us to continue to provide an employee stock purchase plan to our employees through 2015 without interruption.

15

Table of Contents

In 2012, 2011 and 2010, we issued a total of approximately 157,636 shares, 126,302 shares and 159,940 shares, respectively, under the Purchase Plan. This level of issuances represents a three-year average burn rate of 0.3% of fully diluted common shares outstanding (with the annual burn rate for each of 2012, 2011 and 2010 calculated based on the fully diluted common shares outstanding at December 31 of such year).

Based on this historical usage of the Purchase Plan, we estimate that the shares reserved for issuance under the amended Purchase Plan would be sufficient for awards for approximately eight to ten six-month offering periods, and that we would require an additional increase to the share reserve under the amended Purchase Plan in four to five years. However, the actual usage rate of the Purchase Plan may differ from historical usage rates and will depend on various factors, including employee participation levels, changes in our stock price and hiring activity, which we cannot predict with any degree of certainty at this time.

The total aggregate equity value of the 300,000 additional authorized shares being requested under the amendment to the Purchase Plan, based on the per share closing price of ViaSat common stock on July 1, 2013, is approximately $21.0 million.

In 2012, 2011 and 2010, our end of year overhang rate for the Purchase Plan was 0.6%, 1.0% and 1.3%, respectively, calculated by dividing (1) the number of shares remaining available for issuance under the Purchase Plan by (2) the number of our shares outstanding at the end of such year. If approved, the issuance of the additional 300,000 shares to be reserved under the amended Purchase Plan would dilute the holdings of stockholders by an additional 0.7% on a fully diluted basis, based on the number of shares of ViaSat common stock outstanding as of July 1, 2013.

In light of the factors described above, and the fact that continuing to offer an employee stock purchase plan is vital to our ability to continue to attract and retain employees in the competitive labor markets in which we compete, our Board of Directors has determined that the size of the increase to the share reserve under the Purchase Plan is reasonable and appropriate at this time. Our Board of Directors will not create a subcommittee to evaluate the risks and benefits for issuing the additional authorized shares requested.

Purpose of the Purchase Plan

The primary purpose of the Purchase Plan is to provide employees an opportunity to participate in the ownership of the company by purchasing common stock of ViaSat through payroll deductions. The Purchase Plan is intended to benefit ViaSat as well as its stockholders and employees. The Purchase Plan gives employees an opportunity to purchase shares of common stock at a discounted price. We believe that our stockholders correspondingly benefit from the increased interest on the part of participating employees in the profitability of the company. Finally, ViaSat benefits from the periodic investments of capital provided by participants in the Purchase Plan.

Summary of the Purchase Plan

The following is a summary of the Purchase Plan, as amended pursuant to this proposal. This summary does not purport to be complete, and is qualified in its entirety by reference to the full text of the Purchase Plan, as amended and restated to reflect the amendments pursuant to this proposal, a copy of which is attached as *Appendix A* to this proxy statement.

General Nature. The Purchase Plan was adopted to provide a means by which employees could be given an opportunity to purchase ViaSat stock and to assist them to provide for their future security and to encourage them to remain employees of ViaSat and its affiliates. Employees make such purchases by participation in the regular offering periods under the Purchase Plan.

Administration. The Purchase Plan is administered by the Compensation and Human Resources Committee of the Board of Directors. Subject to the provisions of the Purchase Plan, the plan administrator determines the terms and conditions of the offerings under the Purchase Plan; provided, however, that all participants granted purchase rights in an offering which are intended to comply with Section 423 of the Code will have the same rights and privileges within the meaning of Section 423 of the Code. For purposes of the Purchase Plan, the plan administrator may designate separate offerings under the Purchase Plan, the terms of

Table of Contents

which need not be identical, in which eligible employees of one or more participating companies will participate, even if the dates of the applicable offering periods in each such offering are identical, provided that the terms of participation are the same within each separate offering as determined under Section 423 of the Code.

The plan administrator may adopt sub-plans, appendices, rules and procedures relating to the operation and administration of the Purchase Plan to facilitate participation in the Purchase Plan by employees who are foreign nationals or employed outside the United States. To the extent any sub-plan is inconsistent with the requirements of Section 423 of the Code, it will be considered part of the Non-Section 423 Component. The provisions of the Purchase Plan will govern any sub-plan unless superseded by the terms of such sub-plan.

Authorized Shares. The maximum aggregate number of shares of ViaSat common stock that may be issued under the Purchase Plan is 2,550,000, which may be issued under either the Section 423 Component or the Non-Section 423 Component, and any such shares issued may consist of treasury shares or authorized and unissued shares.

Eligibility. Only employees may participate in the Purchase Plan. For this purpose, an employee is any person who is regularly employed by ViaSat or any of its majority-owned subsidiaries which have been designated by the Board of Directors as participating companies under the Purchase Plan and who has been employed by a participating company for not less than five calendar days prior to the beginning of an offering period. No employee will be permitted to subscribe for shares under the Purchase Plan if, immediately upon purchase of the shares, the employee would own 5% or more of the total combined voting power or value of all classes of stock of ViaSat or its subsidiaries (including stock issuable upon exercise of options held by him or her), nor will any employee be granted a purchase right that would permit him or her to buy more than $25,000 worth of stock under the Purchase Plan (valued at the time such purchase right is granted) for each calendar year during which such purchase right is outstanding. An employee may purchase up to 100,000 shares during an offering period under the Purchase Plan. Any payroll deductions not applied to the purchase of shares due to the application of this limitation will be refunded to the participant. Participation in the Section 423 Component is further subject to the eligibility requirements of Section 423 of the Code.

If the grant of a purchase right under the Purchase Plan to any employee of a participating company who is a citizen or resident of a foreign jurisdiction would be prohibited under the laws of such foreign jurisdiction or the grant of a purchase right to such employee in compliance with the laws of such foreign jurisdiction would cause the Purchase Plan to violate the requirements of Section 423 of the Code, as determined by the Compensation and Human Resources Committee in its sole discretion, such employee will not be permitted to participate in the Section 423 Component of the Purchase Plan.

In addition, with respect to the Non-Section 423 Component, all of the foregoing rules will apply in determining who is an eligible employee, except the plan administrator may limit eligibility further within a participating company so as to only designate some employees of a participating company as eligible employees, and to the extent the foregoing eligibility rules are not consistent with applicable local laws.

As of July 1, 2013, there were 2,345 employees eligible to participate in the Purchase Plan, of whom 1,299 were participants.

Offering Periods. There is generally one offering period under the Purchase Plan during each six-month period commencing January 1 and July 1 of each year of the Purchase Plan. The current offering period will end on December 31, 2013. The first day of an offering period is referred to as the Grant Date. The last trading day of an offering period is referred to as the Exercise Date.

Purchase Price. The purchase price per share at which shares will be sold in an offering under the Purchase Plan is the lower of (1) 85% of the fair market value of a share of ViaSat common stock on the Exercise Date or (2) 85% of the fair market value of a share of ViaSat common stock on the Grant Date. The fair market value per share of ViaSat common stock on a given date is the closing price as reported by Nasdaq. On July 1, 2013, the closing price of ViaSat common stock on the NASDAQ Global Select Market was $70.02 per share.

Payment of Purchase Price; Payroll Deductions. The purchase price of the shares is generally accumulated by payroll deductions over the offering period unless payroll deductions are not permitted in a jurisdiction outside the United States. Each participant may authorize automatic payroll deductions in any multiple of 1% (up to a maximum of 5%) of his or her eligible compensation during the offering period. All payroll deductions made for a participant are credited to the participant s account under the Purchase Plan and are included with the general funds of ViaSat, unless the funds for non-U.S. participants must be segregated and held in a separate account. Funds received upon sales of stock under the Purchase Plan are used for general corporate purposes. An employee may purchase up to 100,000 shares during an offering period under the Purchase Plan. Any payroll deductions not applied to the purchase of shares due to the application of this limitation will be refunded to the participant.

Withdrawal. A participant may terminate his or her interest in a given offering by signing and delivering a notice of withdrawal from the Purchase Plan within such number of days prior to the Exercise Date of the applicable offering period as is prescribed by the plan administrator for withdrawals.

Termination of Employment. Termination of a participant s employment for any reason, including retirement, cancels his or her participation in the Purchase Plan immediately. In such event, the payroll deductions credited to the participant s account will be returned without interest to such participant. A transfer of employment from one participating company to another will not constitute a termination of employment for purposes of the Purchase Plan, but may result in the participant participating in a different offering under the Purchase Plan. If the employment of a participant is terminated by the participant s death, the executor of such participant s will or the administrator of such participant s estate may request payment of the balance in the participant s account, in which event the payroll deductions credited to the participant s account will be returned without interest to such participant s heirs. If we do not receive such notice prior to the Exercise Date, the participant s right to purchase shares under the Purchase Plan will be deemed to have been exercised on the Exercise Date.

Share Proration. Should the total number of shares of ViaSat common stock which are to be purchased under outstanding purchase rights on any Exercise Date exceed (1) the number of shares then available for issuance under the Purchase Plan or (2) the number of shares available for issuance under the Purchase Plan as of the commencement of that offering period, the Compensation and Human Resources Committee will make a pro rata allocation of the available shares in as nearly a uniform manner as possible, and the payroll deductions of each participant, to the extent in excess of the aggregate purchase price payable for the ViaSat common stock prorated to such individual, will be refunded to such participant.

Capital Changes. In the event of any changes in our capitalization, such as stock splits, stock dividends, recapitalizations or combinations, resulting in an increase or decrease in the number of outstanding shares of common stock, appropriate adjustments will be made in the shares subject to purchase and in the price per share under the Purchase Plan.

Effect of Liquidation, Dissolution, Sale of Assets or Merger. In the event of liquidation, dissolution, merger, consolidation or sale of all or substantially all of the assets of ViaSat or 50% or more of ViaSat s then outstanding voting stock, the Exercise Date with respect to the current offering period will be the business day immediately preceding the effective date of such event (or such other prior date determined by the Compensation and Human Resources Committee), unless the Compensation and Human Resources Committee provides for the assumption or substitution of such rights to purchase shares of common stock under the Purchase Plan.

Amendment and Termination of the Purchase Plan. The Purchase Plan may be wholly or partially amended or otherwise modified, suspended or terminated at any time or from time to time by our Board of Directors. However, without approval of our stockholders, the Purchase Plan may not be amended to (1) change the number or type of shares of common stock reserved for issuance under the Purchase Plan, (2) decrease the purchase price of common stock issued under the Purchase Plan below a price computed in accordance with the applicable provisions of the Purchase Plan, (3) alter the requirements for eligibility to participate in the Purchase Plan, or (4) amend the Purchase Plan in any manner which would cause the Section 423 Component of the Purchase Plan to no longer be an employee stock purchase plan within the meaning of the Code.

The amendment to the Purchase Plan will not take effect unless and until it has been approved by our stockholders. If the amended Purchase Plan is not approved by our stockholders, the amended Purchase Plan will not become effective and the existing Purchase Plan will continue in effect.

Table of Contents

U.S. Federal Income Tax Consequences

The following is a general summary under current law of the material U.S. federal income tax consequences to an employee who participates in the Purchase Plan. This summary deals with the general U.S. federal income tax principles that apply and is provided only for general information. Some kinds of taxes, such as state, local and foreign income taxes and federal employment taxes, are not discussed. Tax laws are complex and subject to change and may vary depending on individual circumstances and from locality to locality. This summary also assumes that the Section 423 Component complies with Section 423 of the Code and is based on the tax laws in effect as of the date of this proxy statement. Changes to these laws could alter the tax consequences described below. The summary does not discuss all aspects of federal income taxation that may be relevant in light of a participant s personal circumstances. This summarized tax information is not tax advice and a participant of an award should rely on the advice of his or her legal and tax advisors.

As described above, the amended Purchase Plan has a Section 423 Component and a Non- Section 423 Component. The tax consequences for a U.S. taxpayer will depend on whether he or she participates in the Section 423 Component or the Non-Section 423 Component.

Tax Consequences to U.S. Participants in the Section 423 Component. The right of participants to make purchases under the Section 423 Component are intended to qualify under the provisions of Section 423 of the Code. Under the applicable Code provisions, no income will be taxable to a participant until the sale or other disposition of the shares purchased under the Purchase Plan. Upon such sale or disposition, the participant will generally be subject to tax in an amount that depends upon the length of time such shares are held by the participant prior to disposing of them. If the shares are sold or disposed of more than two years from the first day of the offering period during which the shares were purchased and one year from the date of purchase, or if the participant dies while holding the shares, the participant (or his or her estate) will recognize ordinary income measured as the lesser of (1) the excess of the fair market value of the shares at the time of such sale or disposition over the purchase price or (2) an amount equal to 15% of the fair market value of the shares as of the first day of the offering period. Any additional gain will be treated as long-term capital gain. If the shares are held for the holding periods described above but are sold for a price that is less than the purchase price, there is no ordinary income and the participating employee has a long-term capital loss for the difference between the sale price and the purchase price.

If the shares are sold or otherwise disposed of before the expiration of the holding periods described above, the participant will recognize ordinary income generally measured as the excess of the fair market value of the shares on the date the shares are purchased over the purchase price. Any additional gain or loss on such sale or disposition will be long-term or short-term capital gain or loss, depending on how long the shares were held following the date they were purchased by the participant prior to disposing of them.

We are not entitled to a deduction for amounts taxed as ordinary income or capital gain to a participant except to the extent of ordinary income recognized upon a sale or disposition of shares prior to the expiration of the holding periods described above.

Tax Consequences to U.S. Participants in the Non-Section 423 Component. A U.S. participant in the Non-Section 423 Component will have compensation income equal to the value of the common stock on the day he or she purchased the common stock less the purchase price.

When a participant sells the common stock he or she purchased under the Non-Section 423 Component of the Purchase Plan, he or she also will have a capital gain or loss equal to the difference between the sales proceeds and the value of the common stock on the day he or she purchased it. This capital gain or loss will be long-term if the participant held the common stock for more than one year and otherwise will be short-term.

Any compensation income that a participant receives upon the purchase of shares of common stock under the Non-Section 423 Component of the Purchase Plan is subject to withholding for income, medicare and social security taxes, as applicable. In addition, the compensation income is required to be reported as ordinary income to the participant on his or her annual Form W-2, and the participant is responsible for ensuring that this income is reported on his or her individual income tax return.

Table of Contents

We are entitled to a deduction for amounts taxed as ordinary income to a participant to the extent of ordinary income recognized upon a purchase made under the Non-Section 423 Component.

New Plan Benefits

Because the number of shares that may be purchased under the Purchase Plan will depend on each employee s voluntary election to participate and on the fair market value of our common stock at various future dates, the actual number of shares that may be purchased by any individual cannot be determined in advance. No shares of common stock have been issued with respect to the 300,000 share increase for which stockholder approval is sought under this Proposal 4. For illustrative purposes only, the following table sets forth (1) the number of shares of ViaSat common stock that were purchased under the Purchase Plan during the 2013 fiscal year, and (2) the aggregate purchase price paid, for the individuals and groups identified below.

Name or Group	Number of Shares Purchased (#)	Aggregate Purchase Price ($)
Mark Dankberg		
Richard Baldridge		
Shawn Duffy	167	5,389
Kevin Harkenrider	109	3,517
Keven Lippert		
Ronald Wangerin	345	11,076
All current executive officers, as a group (11 persons) (1)	1,315	42,433
All current directors who are not executive officers, as a group (6 persons) (2)		
All other employees, as a group (1,123 persons)	156,321	5,044,363

(1) Excludes Mr. Wangerin, who resigned from his position as Vice President and Chief Financial Officer on August 17, 2012.
(2) Directors who are not ViaSat employees are not eligible to participate in the Purchase Plan.

Recommendation of the Board

The Board of Directors unanimously recommends that you vote **FOR** the amendment to the Employee Stock Purchase Plan.

Table of Contents

OWNERSHIP OF SECURITIES

Beneficial Ownership Table

The following table sets forth information known to us regarding the ownership of ViaSat common stock as of July 1, 2013 by (1) each director, (2) each of the Named Executive Officers identified in the Summary Compensation Table, (3) all directors and executive officers of ViaSat as a group, and (4) all other stockholders known by us to be beneficial owners of more than 5% of ViaSat common stock.

Name of Beneficial Owner (1)	Amount and Nature of Beneficial Ownership (2)	Percent Beneficial Ownership (%) (3)
Directors and Officers:		
Mark Dankberg	1,965,030 (4)	4.3
Robert Johnson	672,296 (5)	1.5
B. Allen Lay	379,013 (6)	*
Jeffrey Nash	377,815 (7)	*
Richard Baldridge	311,806 (8)	*
John Stenbit	72,200(9)	*
Harvey White	67,100 (10)	*
Keven Lippert	35,684 (11)	*
Kevin Harkenrider	17,673 (12)	*
Shawn Duffy	3,459	*
Bruce Dirks	2,000	*
Robert Bowman		
All directors and executive officers as a group (17 persons)	4,910,700 (13)	10.6
Other 5% Stockholders:		
The Baupost Group, L.L.C.	11,000,000 (14)	24.2
FPR Partners, LLC	5,982,286 (15)	13.2
FMR LLC	3,959,600 (16)	8.7
BlackRock, Inc.	3,088,046 (17)	6.8
The Vanguard Group	2,462,999 (18)	5.4

* Less than 1%.

(1) Under the rules of the SEC, a person is the beneficial owner of securities if that person has sole or shared voting or investment power. Except as indicated in the footnotes to this table and subject to applicable community property laws, to our knowledge, the persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned.

(2) In computing the number of shares beneficially owned by a person named in the table and the percentage ownership of that person, shares of common stock that such person had the right to acquire within 60 days after July 1, 2013 are deemed outstanding, including without limitation, upon the exercise of options or the vesting of restricted stock units. These shares are not, however, deemed outstanding for the purpose of computing the percentage ownership of any other person. References to options in the footnotes of the table include only options to purchase shares that were exercisable within 60 days after July 1, 2013 and references to restricted stock units in the footnotes of the table include only restricted stock units that are scheduled to vest within 60 days after July 1, 2013. This column includes the following numbers of shares which the identified director or Named Executive Officer has shared voting and investment power through family trusts or other accounts: Mr. Baldridge (104,307); Mr. Dankberg (1,540,381); Dr. Johnson (607,296); Mr. Lay (334,013); Dr. Nash (332,815); Mr. Stenbit (6,600) and Mr. White (42,100).

(3) For each person included in the table, percentage ownership is calculated by dividing the number of shares beneficially owned by such person by the sum of (a) 45,434,313 shares of common stock outstanding on July 1, 2013 plus (b) the number of shares of common stock that such person had the right to acquire within 60 days after July 1, 2013.

(4) Includes 423,500 shares subject to options exercisable by Mr. Dankberg within 60 days after July 1, 2013. Includes 587,049 shares pledged as collateral in a brokerage margin account.
(5) Includes 65,000 shares subject to options exercisable by Dr. Johnson within 60 days after July 1, 2013.
(6) Includes 35,000 shares subject to options exercisable by Lay Ventures L.P. within 60 days after July 1, 2013 and 10,000 shares subject to options exercisable by Mr. Lay within 60 days after July 1, 2013.
(7) Includes 45,000 shares subject to options exercisable by Dr. Nash within 60 days after July 1, 2013.
(8) Includes 206,000 shares subject to options exercisable by Mr. Baldridge within 60 days after July 1, 2013.
(9) Includes 64,000 shares subject to options exercisable by Mr. Stenbit within 60 days after July 1, 2013.
(10) Includes 25,000 shares subject to options exercisable by Mr. White within 60 days after July 1, 2013.
(11) Includes 31,939 shares subject to options exercisable by Mr. Lippert within 60 days after July 1, 2013.
(12) Includes 12,500 shares subject to options exercisable by Mr. Harkenrider within 60 days after July 1, 2013.
(13) Excludes Mr. Wangerin, who resigned from his position as Vice President and Chief Financial Officer on August 17, 2012.
(14) Based solely on information contained in a Schedule 13G jointly filed with the SEC on February 13, 2013 by The Baupost Group, L.L.C. (Baupost), Baupost Value Partners, L.P.-IV, SAK Corporation and Seth A. Klarman. The Schedule 13G reports that each of Baupost, SAK Corporation and Mr. Klarman has shared voting power and shared dispositive power with respect to 11,000,000 shares. Baupost Value Partners, L.P.-IV has shared voting power and shared dispositive power with respect to 3,941,470 shares. Baupost is a registered investment adviser and acts as an investment adviser and general partner to certain investment limited partnerships, including Baupost Value Partners, L.P.-IV. SAK Corporation is the Manager of Baupost. Mr. Klarman is the sole director and sole officer of SAK Corporation and a controlling person of Baupost. The address of Baupost, Baupost Value Partners, L.P.-IV, SAK Corporation and Mr. Klarman is 10 St. James Avenue, Suite 1700, Boston, Massachusetts 02116.
(15) Based solely on information contained in a Schedule 13G filed with the SEC on February 14, 2013 by FPR Partners, LLC. The Schedule 13G reports that the number of shares stated therein includes shares held directly by FPR Partners, LP (FPR LP) and reported on a Schedule 13G filed jointly by FPR LP and FPR LP s general partner, BART Partners, LLC, on January 4, 2013. The address of FPR Partners, LLC is 199 Fremont Street, Suite 2500, San Francisco, California 94105.
(16) Based solely on information contained in a Schedule 13G filed with the SEC on February 14, 2013 by FMR LLC. The address of FMR LLC is 82 Devonshire Street, Boston, Massachusetts 02109.
(17) Based solely on information contained in a Schedule 13G filed with the SEC on February 7, 2013 by BlackRock, Inc. The address of BlackRock, Inc. is 40 East 52nd Street, New York, New York 10022.
(18) Based solely on information contained in a Schedule 13G filed with the SEC on February 11, 2013 by The Vanguard Group. The address of The Vanguard Group is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and holders of more than 10% of ViaSat common stock to file reports of ownership and changes in ownership with the SEC. These persons are required to furnish us with copies of all forms that they file. Based solely on our review of copies of these forms in our possession, or in reliance upon written representations from our directors and executive officers, we believe that all of our directors, executive officers and 10% stockholders complied with the Section 16(a) filing requirements during the fiscal year ended March 29, 2013, with the exceptions noted herein. A late report was filed on behalf of Mr. Lippert to report the sale of 300 shares of ViaSat common stock pursuant to his Rule 10b5-1 trading plan. A late report was also filed on behalf of the Hart Family Trust with respect to a gift made by the Trust.

Table of Contents

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis provides information regarding the compensation program in place for our executive officers, including the Named Executive Officers identified in the Summary Compensation Table, during our 2013 fiscal year. In particular, this Compensation Discussion and Analysis provides information related to each of the following aspects of our executive compensation program:

- overview and objectives of our executive compensation program,
- explanation of our executive compensation processes and criteria,
- description of the components of our compensation program, and
- discussion of how each component fits into our overall compensation objectives.

Overview and Objectives of Executive Compensation Program

The principal components of our executive compensation program include:

- base salary,
- short-term or annual awards in the form of cash bonuses,
- long-term equity awards, and
- other benefits generally available to all of our employees.

Our executive compensation program incorporates these components because our Compensation and Human Resources Committee considers a blend of these components to be necessary and effective in order to provide a competitive total compensation package to our executive officers while meeting the principal objectives of our executive compensation program. In addition, the Compensation and Human Resources Committee believes that our use of base salary, annual cash bonuses and long-term equity awards as the primary components of our executive compensation program is consistent with the executive compensation programs employed by technology companies of similar size and stage of growth.

Our overall compensation objectives are premised on the following three fundamental principles, each of which is discussed below: (1) a significant portion of executive compensation should be performance-based, linking the achievement of company financial objectives and individual objectives; (2) the financial interests of our executive management and our stockholders should be aligned; and (3) the executive compensation program should be structured so that we can compete in the marketplace in hiring and retaining top level executives in our industry with compensation that is competitive and fair. Because our compensation program is designed to reward prudent business judgment and promote disciplined progress towards longer-term company goals, we believe that our balanced compensation policies and practices do not encourage unnecessary and excessive risk-taking by employees that could reasonably be expected to have a material adverse effect on us.

Performance-Based Compensation. We strongly believe that a significant amount of executive compensation should be performance-based. In other words, our compensation program is designed to reward superior performance, and we believe that our executive officers should feel accountable for the overall performance of our business and their individual performance. In order to achieve this objective, we have structured our compensation program so that executive compensation is tied, in large part, directly to both company-wide and individual performance. For example, and as discussed specifically below, annual cash bonuses are based on, among other things, pre-determined corporate financial performance metrics and operational targets and individual performance.

Alignment with Stockholder Interests. We believe that executive compensation and stockholder interests should be linked, and our compensation program is designed so that the financial interests of our executive officers are aligned with the interests of our stockholders. We accomplish this objective in a couple of ways. First, as noted above, payments of annual cash bonuses are based on, among other things, pre-determined corporate financial performance metrics and operational targets that, if achieved, we believe enhance the value of our common stock.

Table of Contents

Second, a significant portion of the total compensation paid to our executive officers is paid in the form of equity to further align the interests of our executive officers and our stockholders. In this regard, our executive officers are subject to the downside risk of a decrease in the value of their compensation in the event that the price of our common stock declines. We believe that a combination of restricted stock units and stock option awards, which vest with the passage of time, provides meaningful long-term awards that are directly related to the enhancement of stockholder value. In addition, the time-vesting schedule of restricted stock units and stock option awards furthers the goal of executive retention.

Structure Allows Competitive and Fair Compensation Packages. We provide innovative satellite and other wireless communications and networking products, systems and services for commercial, military and civil government customers. We believe that our industry is highly specialized and competitive. Stockholders are best served when we can attract and retain talented executives with compensation packages that are competitive and fair. Therefore, we strive to create a compensation package for executive officers that delivers compensation that is comparable to the total compensation delivered by the companies with which we compete for executive talent.

Compensation Processes and Criteria

The Compensation and Human Resources Committee is responsible for determining our overall executive compensation philosophy, and for evaluating and recommending all components of executive officer compensation to our Board of Directors for approval. The Compensation and Human Resources Committee acts under a written charter adopted and approved by our Board and may, in its discretion, obtain the assistance of outside advisors, including compensation consultants, legal counsel and accounting and other advisors. Three outside directors currently serve on the Compensation and Human Resources Committee. Each member qualifies as an outside director within the meaning of Section 162(m) of the Internal Revenue Code, a non-employee director within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, and as independent within the meaning of the corporate governance standards of Nasdaq. A copy of the Compensation and Human Resources Committee charter can be found on the Investor Relations section of our website at *investors.viasat.com*.

Because our executive compensation program relies on the use of three relatively straightforward components (base salary, annual cash bonuses and long-term equity awards), the process for determining each component of executive compensation remains fairly consistent across each component. The Compensation and Human Resources Committee determines compensation in a manner consistent with our primary objectives for executive compensation discussed above. In determining each component of executive compensation, the Compensation and Human Resources Committee generally considers each of the following factors:

- industry compensation data,
- individual performance and contributions,
- company financial and operational performance,
- company strategic positioning,
- total executive compensation,
- affordability of cash compensation based on ViaSat s financial results,
- results of the most recent say-on-pay vote, and
- availability and affordability of shares for equity awards.

Industry Compensation Data. The Compensation and Human Resources Committee reviews the executive compensation data of comparable technology companies and other companies which are otherwise relevant as part of the process of determining executive compensation. In fiscal 2013, the Compensation and Human Resources Committee again engaged Compensia, independent compensation consultant to the Compensation and Human Resources Committee, to provide insight and advice on matters regarding trends in executive officer compensation and benefits practices. After conducting an evaluation using the factors established by Nasdaq, the Compensation and Human Resources Committee determined that Compensia is independent and that there is no conflict of interest resulting from the engagement of Compensia during fiscal 2013.

Table of Contents

With the assistance of Compensia, the Compensation and Human Resources Committee reviewed the compensation practices of a peer group of companies consisting of a broad range of companies in the high technology industry. In 2013, our peer group consisted of the following companies: ADTRAN, ARRIS Group, Avid Technology, Brocade, Comtech Telecommunications, Cubic, FLIR Systems, Heico, Loral, Orbital Sciences, Polycom, RF Micro Devices, Skyworks Solutions, Teledyne, Tellabs and Trimble Navigation. The peer group was selected based on industry, net income, revenues, earnings per share and market capitalization, and was unchanged from the peer group used for executive compensation determination purposes for fiscal year 2012. The Compensation and Human Resources Committee believes that this group of companies provides an appropriate peer group because they consist of similar organizations against whom we compete to obtain and retain top quality talent. In addition to peer group data, the Compensation and Human Resources Committee also reviewed information from the Radford Global Technology Survey, a nationally recognized compensation survey containing market information of companies in the high technology industry. This survey was not compiled specifically for ViaSat but rather represents a database containing comparative compensation data and information for hundreds of other high technology companies, thereby permitting the Compensation and Human Resources Committee to review pooled compensation data for positions similar to those held by each executive officer. The survey information provided to the Compensation and Human Resources Committee does not include the particular names of those companies whose pay practices are surveyed with respect to any particular position being reviewed. Unlike peer group compensation data, which is limited to publicly available information and does not provide precise comparisons by position, the more comprehensive survey data can be used to provide pooled compensation data for positions closely akin to those held by each executive officer. In addition, the pool of senior executive talent from which we draw and against which we compare ourselves extends beyond the limited community of ViaSat s immediate peer group and includes a wide range of other organizations in the technology sector outside ViaSat s traditional competitors, which range is represented by such surveys. As a result, the Compensation and Human Resources Committee relies on a combination of industry survey data and peer group compensation data in evaluating our executive compensation.

Individual Performance. The Compensation and Human Resources Committee makes an assessment of individual executive performance and contributions. The individual performance assessments made by the Compensation and Human Resources Committee are based in part on input from executive management. As part of our executive compensation process, our Chief Executive Officer and President provide input to the Compensation and Human Resources Committee on the individual performance and contributions of executives other than themselves. With respect to assessing the individual performance of our Chief Executive Officer, the Compensation and Human Resources Committee relies on an annual assessment completed by our Nomination, Evaluation and Corporate Governance Committee. While the Compensation and Human Resources Committee believes input from management and outside advisors is valuable, the Compensation and Human Resources Committee makes its recommendations and decisions based on its independent analysis and assessment.

Company Financial and Operational Performance. As previously discussed, a major component of our executive compensation program is the belief that a significant amount of executive compensation should be based on performance, including company financial and operational performance. These financial and operational performance metrics are important factors considered by the Compensation and Human Resources Committee in determining base salary, cash bonuses and equity awards.

Company Strategic Positioning. Given the importance of the long-term performance of the company, the current strategic positioning of the company is also a significant factor in the assessment and determination of our executive compensation program. The Compensation and Human Resources Committee takes into account the strategic positioning of the company as a basis for determining annual cash bonus compensation and other executive compensation.

Total Executive Compensation. As part of reviewing each component of executive officer compensation, the Compensation and Human Resources Committee also considers the total compensation of the executive. This review of total compensation is completed to assure that each executive s total compensation remains appropriately competitive and continues to meet the compensation objectives described above.

Affordability. Prior to completing the executive cash compensation (base salary and annual cash bonuses) process, the Compensation and Human Resources Committee confirms that the proposed cash compensation is

Table of Contents

affordable under and consistent with ViaSat s financial results. With respect to equity compensation, the Compensation and Human Resources Committee confirms the availability and affordability of shares prior to granting the equity awards to executives. To the extent the Compensation and Human Resources Committee determines that a component of executive compensation is not affordable, appropriate adjustments to that compensation component are made prior to final approval by the Compensation and Human Resources Committee and any subsequent recommendation to the Board.

The Role of Stockholder Say-on-Pay Votes. At our most recent annual meeting of stockholders, we conducted a non-binding advisory vote on the compensation of our Named Executive Officers, commonly referred to as a say-on-pay vote. Our stockholders overwhelmingly approved the compensation of our Named Executive Officers, with approximately 99% of stockholder votes cast in favor of our executive compensation program. As the Compensation and Human Resources Committee evaluated our executive compensation policies and practices throughout 2013, they were mindful of the strong support our stockholders expressed for our compensation philosophy and objectives. As a result, the Compensation and Human Resources Committee decided to retain our general approach to executive compensation, with an emphasis on incentive compensation that rewards our most senior executives when they deliver value for our stockholders, and as a result, made no significant changes to our executive compensation program. The Compensation and Human Resources Committee will continue to consider the outcome of say-on-pay advisory votes when making future compensation decisions for the Named Executive Officers.

Determination of Compensation. The Compensation and Human Resources Committee and the Board hold several meetings each year for the review, discussion and determination of executive compensation. After considering the factors for executive compensation described above, the Compensation and Human Resources Committee determines (or makes a recommendation to the Board) regarding the appropriate compensation for each individual executive officer. However, we do not believe that it is appropriate to establish compensation levels solely by benchmarking. We rely upon the judgment of our Compensation and Human Resources Committee members in making compensation decisions, after reviewing the performance of the company and carefully evaluating an executive officer s performance during the year against established goals, leadership qualities, individual contributions, operational results, business responsibilities, experience, career with the company, current compensation arrangements and long-term potential to enhance stockholder value. While competitive market compensation paid by other companies is one of the many factors that we consider in assessing the reasonableness of compensation, we do not attempt to maintain a certain target percentile within a peer group or otherwise rely entirely on that data to determine executive officer compensation. Instead, we incorporate flexibility into our compensation programs and in the assessment process to respond to and adjust for the evolving business environment.

We strive to achieve an appropriate mix between equity incentive awards and cash payments in order to meet our objectives. Any apportionment goal is not applied rigidly and does not control our compensation decisions. Our mix of compensation elements is designed to reward recent results, align compensation with stockholder interests and fairly compensate executives through a combination of cash and equity incentive awards.

Components of Our Compensation Program

As discussed above, the components of our compensation program are the following: base salary, annual cash bonuses, long-term equity-based compensation and certain other benefits that are generally available to all of our employees.

Base Salary. In determining base salary, the Compensation and Human Resources Committee primarily considers (1) executive compensation survey results from Radford, which generally reports a compensation range for each position, (2) compensation data of our peer group companies prepared and analyzed by our independent compensation consultants, and (3) individual performance and contributions. In evaluating individual executive performance and contributions, the Compensation and Human Resources Committee also considers to what extent the executive:

- sustains a high level of performance,

Table of Contents

demonstrates leadership and success in contributing toward ViaSat s achievement of key business and financial objectives,

contributes significantly to the development and execution of ViaSat s long-term strategy,

has a proven ability to help create stockholder value, and

possesses highly developed skills and abilities critical to ViaSat s success.

In assessing individual executive performance and contributions during fiscal 2013, the Compensation and Human Resources Committee considered the individual contributions to the attainment by the company of key strategic objectives, such as the level of subscriber additions on the ViaSat-1 based Exede service, continued growth of the company s global mobile broadband business, key awards and strong company strategic positioning. In determining fiscal 2014 base salaries for executive officers, the Compensation and Human Resources Committee also took into account other factors, including total executive compensation, ViaSat s recent corporate performance, industry awards and other recognition for the ViaSat-1 satellite and Exede service, and confirmation of affordability under ViaSat s financial plan. In light of the foregoing, the Compensation and Human Resources Committee set new base salaries for each of the executive officers. The following table describes the base salaries for fiscal 2013 and fiscal 2014 for each of our Named Executive Officers.

Fiscal Year 2013 and Fiscal Year 2014

Base Salary

Executive	Fiscal Year 2013 Base Salary ($)	Fiscal Year 2014 Base Salary ($)	Percentage Increase (%)
Mark Dankberg	875,000	915,000	4.6
Richard Baldridge	660,000	690,000	4.5
Bruce Dirks (1)		420,000	n/a
Shawn Duffy (2)	275,000	325,000	18.2
Kevin Harkenrider	355,000	365,000	2.8
Keven Lippert	400,000	420,000	5.0
Ronald Wangerin (3)	322,000		n/a

(1) Mr. Dirks was appointed as Chief Financial Officer on April 26, 2013.

(2) Ms. Duffy served as interim Chief Financial Officer commencing on August 20, 2012, and following the appointment of Mr. Dirks as Chief Financial Officer on April 26, 2013, she resumed her position as Vice President, Chief Accounting Officer and Corporate Controller of ViaSat.

(3) Mr. Wangerin resigned from his position as Vice President and Chief Financial Officer on August 17, 2012.

Annual Cash Bonuses. Consistent with our overall compensation objectives of linking compensation to performance, aligning executive compensation with stockholder interests and attracting and retaining top level executive officers in our industry, our Compensation and Human Resources Committee approved annual cash bonuses for fiscal 2013. Under our executive compensation program, targets for cash bonuses are established as a percentage of base salary and actual award amounts are determined primarily based on the achievement of certain company and individual performance objectives. For fiscal 2013, the target amount for annual cash bonuses was determined by the Compensation and Human Resources Committee primarily based on industry compensation surveys and validated with compensation data from peer group companies. Target bonuses, as a percentage of base salary, were unchanged for the executive officers from fiscal 2012 levels. In determining the target bonus amounts, the Compensation and Human Resources Committee also considered the expected individual contributions of each executive toward the overall success of the company.

For fiscal 2013, the metrics for determining annual cash bonuses for our Named Executive Officers other than our Chief Executive Officer placed equal emphasis on ViaSat s annual financial performance and individual performance. The financial objectives were set at the beginning of the 2013 fiscal year and were based on the year s internally-developed financial plan, which was approved by our Board. The individual performance objectives for the executive officers (excluding the Chief Executive Officer) were determined by the Compensation and Human

Table of Contents

Resources Committee, with the objectives for the executive officers other than our Chief Executive Officer and President based on input and recommendations from our Chief Executive Officer and President. These individual performance objectives are qualitative in nature and not quantifiable. Each individual executive officer s attainment of individual performance objectives, while made in the context of such pre-established objectives, is based upon a subjective evaluation of individual performance by the Compensation and Human Resources Committee. The annual performance metrics for determining annual cash bonuses, both financial and individual, are intended to be challenging but achievable. The table below describes the company financial and individual objectives and weighting of each objective used for determining annual cash bonuses for our executive officers (other than our Chief Executive Officer) for fiscal 2013.

Fiscal 2013 Cash Bonus Objectives

Performance Metric	Approximate Weighting (%)	Fiscal 2013 Objective	Fiscal 2013 Actual Results
Financial Non-GAAP Diluted Net Income Per Share Attributable to ViaSat, Inc. Common Stockholders (1)	10	$ 0.88	$ 0.02
Financial Adjusted EBITDA (2)	12.5	$ 229.1 million	$ 163.3 million
Financial New Contract Awards	7.5	$ 1,386.0 million	$ 1,373.4 million
Financial Total Revenues	12.5	$ 1,155.0 million	$ 1,119.7 million
Financial Net Operating Asset Turnover	7.5	5.32	5.69
Individual Contribution Toward Achievement of Company Financial Targets	30		
Individual Achievement of Individual Goals	20		

(1) Non-GAAP diluted net income (loss) per share attributable to ViaSat, Inc. common stockholders excludes the effects of amortization of acquired intangible assets, acquisition-related expenses, non-cash stock based compensation expenses and loss on extinguishment of debt, net of tax. An itemized reconciliation between net income (loss) per share attributable to ViaSat, Inc. on a GAAP and non-GAAP basis for fiscal 2013 is set forth below:

(In thousands, except per share data)	Twelve months ended March 29, 2013
GAAP net income (loss) attributable to ViaSat, Inc.	$ (41,172)
Amortization of acquired intangible assets	15,584
Stock based compensation expense	27,035
Loss on extinguishment of debt	26,501
Income tax effect	(27,047)
Non-GAAP net income (loss) attributable to ViaSat, Inc.	$ 901
Non-GAAP net income (loss) per share attributable to ViaSat, Inc.	$ 0.02
Diluted common equivalent shares	43,931

28

Table of Contents

(2) Adjusted EBITDA represents net income (loss) attributable to ViaSat, Inc. before interest, taxes, depreciation and amortization, adjusted to exclude the effects of non-cash stock based compensation expense, loss on extinguishment of debt and acquisition-related expenses. We use Adjusted EBITDA to evaluate operating performance of our segments, to allocate resources and capital to such segments, to measure performance for incentive compensation programs and to evaluate future growth opportunities. An itemized reconciliation between net income (loss) attributable to ViaSat, Inc. and Adjusted EBITDA for fiscal 2013 is set forth below:

(In thousands, except per share data)		**Twelve months ended March 29, 2013**
GAAP net income (loss) attributable to ViaSat ,Inc.	$	(41,172)
Benefit from income taxes		(50,054)
Interest expense, net		43,820
Depreciation and amortization		157,171
Stock based compensation expense		27,035
Loss on extinguishment of debt		26,501
Adjusted EBITDA	$	163,301

For purposes of determining the annual cash bonus for our Chief Executive Officer in fiscal 2013, the Compensation and Human Resources Committee relied on an assessment of our Chief Executive Officer completed by the Nomination, Evaluation and Corporate Governance Committee. The criteria used by the Nomination, Evaluation and Corporate Governance Committee for our Chief Executive Officer s fiscal 2013 evaluation included the following, with approximately equal weighting applied to each of the three main categories:

Company Financial Performance. Earnings per share, Adjusted EBITDA, new contract awards, revenues and net operating asset turnover (at the same levels as set forth in the table above).

Leadership. Defining, managing and attaining corporate goals, exemplifying and promoting ethics and integrity throughout the company.

Strategic. Industry positioning, short-term and long-term strategies, measurable progress in key business areas and effective pursuit of growth strategies.

The performance metrics for determining the annual cash bonuses for our Chief Executive Officer consist of both objective and subjective criteria. Under the objective performance factors, the company must achieve quantifiable financial performance metrics, as described above. As is the case with our other executive officers, the attainment of our Chief Executive Officer s leadership and strategic individual performance factors while made in the context of the objective criteria, is based upon a subjective evaluation of his individual performance by the Compensation and Human Resources Committee with input from the Nomination, Evaluation and Corporate Governance Committee. With respect to Leadership performance, the Nomination, Evaluation and Corporate Governance Committee determined that Mr. Dankberg achieved, among other things:

industry recognition of the Company s business strategy,

improvements in the Company s internal business area strategic and business reviews,

improved performance of the Company s senior management team, and continued leadership in maintaining a positive and highly ethical corporate culture.

In terms of Strategic objectives, the Nomination, Evaluation and Corporate Governance Committee determined that Mr. Dankberg achieved, among other things:

completed additional financing needed for Company s strategic growth,

positive industry reviews of Company s newly launched Exede internet service,

strong growth in subscriber additions for the Exede service,

substantial progress in design and development of next generation satellite technologies,

Table of Contents

key awards in the commercial infrastructure and government business areas,

strong growth in government business segment despite challenging Department of Defense budget environment, and

solid positioning of the Company s government global mobile service business.

In coming to its determination, the Compensation and Human Resources Committee does not follow any guidelines nor are there any such standing guidelines regarding the exercise of such discretion.

The executive bonus program does not have any pre-established minimum or maximum payout. At the beginning of each fiscal year, the Board approves ViaSat s financial plan for the upcoming fiscal year and the Compensation and Human Resources Committee approves the target bonus pool (executives and employees) for the upcoming fiscal year. The Board and the Compensation and Human Resources Committee also retain the discretion to take additional factors into account (such as market conditions, key awards, total executive compensation, strategic positioning, additional company financial metrics or extraordinary individual contributions) and make adjustments to executive bonus compensation to the extent appropriate.

Based upon ViaSat s financial results for fiscal 2013 relative to the pre-established financial objectives described above and the Compensation and Human Resources Committee s subjective evaluation of ViaSat s other corporate achievements during fiscal 2013 and individual executive performance, the Compensation and Human Resources Committee, acting under delegation of authority from the Board, approved the cash bonuses in the table below for our Named Executive Officers for fiscal 2013 (paid in fiscal 2014). The Compensation and Human Resources Committee determined that the company s achievement relative to the pre-established financial objectives described above was 53%. In making its overall determinations relative to the individual component of each executive s bonus, the Compensation and Human Resources Committee placed special emphasis on the strong leadership provided by the executive team in the achievement of critical non-financial, operational and strategic business objectives during fiscal 2013, specifically including each executive s contributions during the fiscal year to the level of subscriber additions on the ViaSat-1 based Exede service, key infrastructure awards, continued growth in the company s global mobile broadband service business, and strong strategic positioning, resulting in the bonus awards reflected in the following table.

Fiscal 2013 Cash Bonuses

Executive	Target Cash Bonuses As Percentage of Base Salary (%)	Actual Cash Bonuses ($)	Actual Cash Bonuses As Percentage of Base Salary (%)
Mark Dankberg	100-120	850,000	97
Richard Baldridge	100-120	625,000	95
Bruce Dirks (1)			
Shawn Duffy (2)	50-75	150,000	55
Kevin Harkenrider	50-75	210,000	59
Keven Lippert	50-75	225,000	56
Ronald Wangerin (3)	50-75		

(1) Mr. Dirks was appointed as Chief Financial Officer on April 26, 2013.

(2) Ms. Duffy served as interim Chief Financial Officer commencing on August 20, 2012, and following the appointment of Mr. Dirks as Chief Financial Officer on April 26, 2013, she resumed her position as Vice President, Chief Accounting Officer and Corporate Controller of ViaSat.

(3) Mr. Wangerin resigned from his position as Vice President and Chief Financial Officer on August 17, 2012.

Equity-Based Compensation. Consistent with our belief that equity-based compensation is a key component of an effective executive compensation program at growth-oriented technology companies, our Board approved (upon recommendation of our Compensation and Human Resources Committee) long-term equity awards to our executive officers in fiscal 2013. Our Compensation and Human Resources Committee determined

30

Table of Contents

equity award levels for fiscal 2013 in a manner consistent with the determination of base salary and annual cash bonuses. The Compensation and Human Resources Committee considered (1) the industry compensation data described above, (2) individual performance and contributions, (3) total executive compensation, and (4) the availability and affordability of shares for equity grants in determining equity compensation for executives. For fiscal 2013 equity compensation awards, the Compensation and Human Resources Committee engaged Compensia to assist the Compensation and Human Resources Committee in providing market data and recommendations related to equity compensation grants for our executive officers. In addition, the Compensation and Human Resources Committee relied on the equity compensation survey data from Radford, which reports an equity compensation range for comparable positions using various metrics. In determining the availability and affordability of shares for equity grants, the Compensation and Human Resources Committee considered the:

- number of shares available for issuance under our equity plan,
- number of shares budgeted for non-executive equity grants,
- expected future retention and new hire grants to executives and non-executives,
- annual dilution (burn) rate associated with the grant of equity awards,
- ViaSat s equity overhang levels,
- estimated accounting expense of potential equity grants, and
- tax consequences associated with the grant of equity awards.

Based on the factors discussed above, our Board (upon recommendation from the Compensation and Human Resources Committee) approved equity incentive awards for our Named Executive Officers in November 2012. While the values of these equity awards were between the 40th and 75th percentiles based on the peer group and industry survey data described above, the size of the equity awards were not determined based on this data. For more information on these equity awards, see the Grants of Plan-Based Awards in Fiscal 2013 table below.

Other Benefits. We provide a comprehensive benefits package to all of our employees, including our executive officers, which includes medical, dental, vision care, disability insurance, life insurance benefits, flexible spending plan, 401(k) savings plan, educational reimbursement program, employee assistance program, employee stock purchase plan, holidays and personal time off which includes vacation and sick days. Certain executives also receive access to our sports and golf club memberships. We do not currently offer defined benefit pension or supplemental executive retirement plans to any of our employees.

Equity Grant Process

Stock options and restricted stock units are part of the equity compensation program for many of our employees. Equity awards are granted in approximately 12 month cycles. Grant approval for executive officers occurs at meetings of the Board. Because of the more lengthy process for determining executive equity grants, executive equity grants are not always made at the same time as grants to all other eligible employees. The timing of grants is not coordinated with the release of material non-public information. Stock option awards are made at fair market value on the date of grant (as defined under our equity plan) and awards of restricted stock units are also made in accordance with the terms of our equity plan.

In addition to grants made as part of our annual equity grant process for our current employees, stock option and restricted stock unit grants may also be made during the year to newly-hired employees as part of the in-hire package, as well as to existing employees for purposes of retention or in recognition of special achievements. In order to address the need to grant options at multiple times during the year, the Compensation and Human Resources Committee has delegated authority to our Chief Executive Officer, President and Vice President of Human Resources to make grants to employees other than executive officers, subject to certain guidelines and an overall share limitation. These senior executives are each authorized to identify the award recipient and the number of shares subject to the option grant; the Compensation and Human Resources Committee sets all other terms of the awards. Grants made by these senior executives under delegation of authority from the Compensation and Human Resources Committee are generally made once per quarter. We do not grant re-load options, make loans to executives for any purpose, including to exercise stock options, nor do we grant stock options at a discount.

Table of Contents

Stock Ownership Guidelines

To enhance our overall corporate governance practices and executive compensation program, our Board has adopted stock ownership guidelines for our executive officers. These guidelines are designed to align our executive officers interests with our stockholders long-term interests by promoting long-term ownership of ViaSat common stock, which reduces the incentive for excessive short-term risk taking. These guidelines provide that, within five years of the later of the adoption of the guidelines or his or her first date of employment, our executive officers should attain an investment position in shares of ViaSat common stock having a value not less than the amounts specified below:

Executive Officer	Stock Ownership Guideline (as a multiple of base salary)
Chief Executive Officer	Three times
President and Chief Operating Officer	Three times
Other Executive Officers	One time

Tax and Accounting Considerations

We select and implement the components of our compensation program primarily for their ability to help us achieve the company s objectives and not on the basis of any unique or preferential financial tax or accounting treatment. However, when awarding compensation, the Compensation and Human Resources Committee is mindful of the level of earnings per share dilution that will be caused as a result of the compensation expense related to the Compensation and Human Resources Committee s actions. In addition, Section 162(m) of the Internal Revenue Code generally sets a limit of $1.0 million on the amount of annual compensation (other than certain enumerated categories of performance-based compensation) that we may deduct for federal income tax purposes for certain covered individuals. While we have not adopted a policy requiring that all compensation be deductible, the Compensation and Human Resources Committee will continue to review the Section 162(m) issues associated with our compensation arrangements in fiscal 2014 and future years and will, where reasonably practicable and consistent with our business goals, seek to qualify variable compensation paid to our executive officers for an exemption from the deductibility limitations of Section 162(m) while maintaining a competitive, performance-based compensation program.

Compensation Committee Report

The Compensation and Human Resources Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on such review and discussions, the Compensation and Human Resources Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

The information contained in this Compensation Committee Report shall not be deemed to be soliciting material, to be filed with the SEC or be subject to Regulation 14A or Regulation 14C or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed to be incorporated by reference into any filing of ViaSat, except to the extent that ViaSat specifically incorporates it by reference into a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934.

Respectfully Submitted by the

Compensation and Human Resources Committee

Jeffrey Nash (Chair)

John Stenbit

Harvey White

Table of Contents

Summary Compensation Table

The following table sets forth the compensation earned during the fiscal years ended March 29, 2013, March 30, 2012, and April 1, 2011 by our Chief Executive Officer and Chief Financial Officer, as well as our three other most highly compensated executive officers (collectively, the Named Executive Officers).

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($) (1)	Option Awards ($) (1)	Non-Equity Incentive Plan Compensation ($) (2)	All Other Compensation ($) (3)	Total ($)
Mark Dankberg	2013	875,000		1,439,912	1,653,707	850,000	115,801	4,934,420
Chairman and Chief	2012	835,000		1,692,140	1,972,930	900,000	17,793	5,417,863
Executive Officer	2011	800,000		1,453,200	1,510,005	700,000	11,334	4,474,539
Richard Baldridge	2013	660,000		746,582	857,426	625,000	11,450	2,900,458
President and Chief	2012	625,000		879,468	1,021,078	650,000	11,144	3,186,690
Operating Officer	2011	600,000		761,186	790,955	500,000	11,404	2,663,545
Shawn Duffy (4)	2013	275,000		217,800		150,000	8,675	651,475
Vice President,								
Corporate Controller and								
Chief Accounting Officer								
Kevin Harkenrider	2013	355,000		242,012	277,934	210,000	11,338	1,096,284
Senior Vice President	2012	340,000		296,882	346,128	200,000	11,173	1,194,183
Broadband Services	2011	310,000		519,000		190,000	11,003	1,030,003
Keven Lippert	2013	400,000		302,488	347,418	225,000	8,914	1,283,820
Vice President General	2012	370,000		315,406	367,761	225,000	9,627	1,287,794
Counsel and Secretary	2011	344,000		259,500	269,644	185,000	1,654	1,059,798
Ronald Wangerin (5)	2013	322,000					292,426	614,426
Former Vice President and	2012	425,000		371,068	432,660	250,000	12,122	1,490,850
Chief Financial Officer	2011	400,000		276,814	287,620	175,000	10,163	1,149,597

(1) This column represents the aggregate grant date fair value, calculated in accordance with SEC rules, of stock options and restricted stock units granted in fiscal 2013, 2012 and 2011. These amounts generally reflect the amount that the company expects to expense in its financial statements over the award s vesting schedule, and do not correspond to the actual value that will be realized by the Named Executive Officers. For additional information on the valuation assumptions used in the calculation of these amounts for the respective year end, refer to note 6 to the financial statements included in our annual report on Form 10-K for the fiscal year ended March 29, 2013, as filed with the SEC.

(2) Represents amounts paid under our annual bonus program.

(3) The amounts for fiscal 2013 include the following: reimbursement of club dues for Mr. Dankberg, Mr. Lippert and Mr. Wangerin in the amount of $28,145, $1,951, and $2,099, respectively; reimbursement of filing fees under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, a tax gross-up with respect to the foregoing filing fee reimbursement, and patent awards for Mr. Dankberg in the amounts of $45,000, $26,068 and $7,750, respectively; matching 401(k) contributions for Mr. Dankberg, Mr. Baldridge, Ms. Duffy, Mr. Harkenrider and Mr. Lippert in the amount of $8,838, $11,450, $8,675, $11,338 and $6,963, respectively; and for Mr. Wangerin, a severance payment in accordance with his separation agreement and vacation payout in the amounts of $218,462 and $71,865, respectively.

(4) Ms. Duffy served as interim Chief Financial Officer commencing on August 20, 2012, and following the appointment of Bruce Dirks as Chief Financial Officer on April 26, 2013, she resumed her position as Vice President, Chief Accounting Officer and Corporate Controller of ViaSat.

(5) Mr. Wangerin resigned from his position as Vice President and Chief Financial Officer on August 17, 2012.

Table of Contents

Grants of Plan-Based Awards in Fiscal 2013

The following table sets forth information regarding grants of plan-based awards to each of the Named Executive Officers during fiscal 2013.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1) Threshold ($)	Target ($)	Maximum ($)	All Other Stock Awards: Number of Shares of Stock or Units (#) (2)	All Other Option Awards: Number of Securities Underlying Options (#) (3)	Exercise or Base Price of Option Awards ($/Sh) (4)	Grant Date Fair Value of Stock and Option Awards ($) (5)
Mark Dankberg			875,000					
	11/12/2012				39,667			1,439,912
	11/12/2012					119,000	36.30	1,653,707
Richard Baldridge			660,000					
	11/12/2012				20,567			746,582
	11/12/2012					61,700	36.30	857,426
Shawn Duffy			165,000					
	11/12/2012				6,000			217,800
Kevin Harkenrider			213,000					
	11/12/2012				6,667			242,012
	11/12/2012					20,000	36.30	277,934
Keven Lippert			240,000					
	11/12/2012				8,333			302,488
	11/12/2012					25,000	36.30	347,418
Ronald Wangerin			193,200					

(1) Represents target amounts payable under our annual cash bonus program for fiscal 2013. Actual amounts paid to the Named Executive Officers pursuant to such bonus program are disclosed in the Summary Compensation Table under the column heading Non-Equity Incentive Plan Compensation. The material terms of the bonus program are described in the Compensation Discussion and Analysis section.

(2) Restricted stock unit awards vest in four equal annual installments over the course of four years measured from the grant date.

(3) Options vest and become exercisable in four equal annual installments over the course of four years measured from the grant date.

(4) The exercise price for option awards is the fair market value per share of our common stock, which is defined under our 1996 Equity Participation Plan as the closing price per share on the grant date.

(5) This column represents the grant date fair value, calculated in accordance with SEC rules, of each equity award. These amounts generally reflect the amount that the company expects to expense in its financial statements over the award s vesting schedule, and do not correspond to the actual value that will be realized by the Named Executive Officers. For additional information on the valuation assumptions used in the calculation of these amounts, refer to note 6 to the financial statements included in our annual report on Form 10-K for the fiscal year ended March 29, 2013, as filed with the SEC.

Table of Contents

Outstanding Equity Awards at 2013 Fiscal Year End

The following table lists all outstanding equity awards held by each of the Named Executive Officers as of March 29, 2013.

		Option Awards					Stock Awards			
		Number of Securities Underlying Unexercised Options (#)								Equity Incentive Plan Awards
Name	**Grant Date**	**Exercisable**	**Unexercisable (1)**	**Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#) (2)**	**Market Value of Shares or Units of Stock That Have Not Vested ($) (3)**	**Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	**Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)**
Mark Dankberg	12/18/2003	60,000			18.25	12/18/2013				
	12/16/2004	80,000			21.02	12/16/2014				
	5/28/2008	90,000			20.30	5/28/2014				
	11/10/2009	112,500	37,500		29.45	11/10/2015				
	11/10/2010	52,500	52,500		41.52	11/10/2016				
	11/10/2011	28,500	85,500		44.53	11/10/2017				
	11/12/2012		119,000		36.30	11/12/2018				
	11/10/2009						12,500	605,500		
	11/10/2010						17,500	847,700		
	11/10/2011						28,500	1,380,540		
	11/12/2012						39,667	1,921,469		
Richard Baldridge	12/18/2003	45,000			18.25	12/18/2013				
	12/16/2004	55,000			21.02	12/16/2014				
	5/28/2008	52,500			20.30	5/28/2014				
	11/10/2009	56,250	18,750		29.45	11/10/2015				
	11/10/2010	27,500	27,500		41.52	11/10/2016				
	11/10/2011	14,750	44,250		44.53	11/10/2017				
	11/12/2012		61,700		36.30	11/12/2018				
	11/10/2009						6,250	302,750		
	11/10/2010						9,166	444,001		
	11/10/2011						14,812	717,493		
	11/12/2012						20,567	996,265		
Shawn Duffy	11/10/2009						1,000	48,440		
	11/10/2010						2,000	96,880		
	11/10/2011						3,000	145,320		
	11/12/2012						6,000	290,640		
Kevin Harkenrider	2/11/2010	7,500	2,500		28.28	2/11/2016				
	11/10/2011	5,000	15,000		44.53	11/10/2017				
	11/12/2012		20,000		36.30	11/12/2018				
	11/10/2009						3,500	169,540		
	11/10/2010						6,250	302,750		
	11/10/2011						5,000	242,200		
	11/12/2012						6,667	322,949		
Keven Lippert	11/08/2004	1,600			18.73	11/08/2014				
	11/10/2009	20,700	6,900		29.45	11/10/2015				
	11/10/2010	9,376	9,374		41.52	11/10/2016				

	11/10/2011	5,313	15,937	44.53	11/10/2017		
	11/12/2012		25,000	36.30	11/12/2018		
	11/10/2009					2,300	111,412
	11/10/2010					3,124	151,327
	11/10/2011					5,312	257,313
	11/12/2012					8,333	403,651
Ronald Wangerin							

(1) Options vest and become exercisable in four equal annual installments over the course of four years measured from the grant date.

Table of Contents

(2) Restricted stock unit awards vest in four equal annual installments over the course of four years measured from the grant date.
(3) Computed by multiplying the market price of our common stock ($48.44) on March 29, 2013 (the last day of fiscal 2013) by the number of shares subject to such stock award.

Option Exercises and Stock Vested in Fiscal 2013

The following table provides information concerning exercises of stock options by and stock awards vested for each of the Named Executive Officers during fiscal 2013.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($) (1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
Mark Dankberg	116,250	1,462,038	38,250	1,451,060
Richard Baldridge	90,000	1,258,830	20,146	766,733
Shawn Duffy			3,500	130,095
Kevin Harkenrider	15,000	147,894	11,292 (2)	431,137 (2)
Keven Lippert	7,500	79,887	8,634	334,837
Ronald Wangerin	113,075	1,619,828	7,551 (2)	286,946 (2)

(1) The value realized equals the difference between the market price of our common stock on the date of exercise and the option exercise price, multiplied by the number of shares for which the option was exercised.
(2) Mr. Wangerin and Mr. Harkenrider deferred 100% of their restricted stock unit awards that vested during fiscal 2013. All restricted stock units noted in the table above for Mr. Wangerin and Mr. Harkenrider vested during fiscal 2013, but the underlying shares for these awards had not yet been delivered to or acquired by the executives as of the end of fiscal 2013.

Equity Compensation Plan Information

The following table provides information as of March 29, 2013 with respect to shares of ViaSat common stock that may be issued under existing equity compensation plans. In accordance with the rules promulgated by the SEC, the table does not include information with respect to shares subject to outstanding options granted under equity compensation arrangements assumed by us in connection with mergers and acquisitions of the companies that originally granted those options.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#) (1)	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights ($)	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (#)
Equity compensation plans approved by security holders (2)	4,192,470 (3)	16.53	3,871,541 (4)
Equity compensation plans not approved by security holders			
Total	4,192,470	16.53	3,871,541

(1) Pursuant to SEC rules, this column does not reflect options assumed in mergers and acquisitions where the plans governing the options will not be used for future awards. As of March 29, 2013, a total of 22,858

Table of Contents

shares of ViaSat common stock were issuable upon exercise of outstanding options under those assumed arrangements. The weighted average exercise price of those outstanding options is $17.15 per share.

(2) Consists of two plans: (a) the 1996 Equity Participation Plan of ViaSat, Inc., and (b) the ViaSat, Inc. Employee Stock Purchase Plan.

(3) Excludes purchase rights currently accruing under the ViaSat, Inc. Employee Stock Purchase Plan.

(4) Includes shares available for future issuance under the ViaSat, Inc. Employee Stock Purchase Plan. As of March 29, 2013, 255,208 shares of common stock were available for future issuance under the plan.

Pension Benefits

None of our Named Executive Officers participates in or has account balances in qualified or non-qualified defined benefit plans sponsored by us.

Nonqualified Deferred Compensation

The following table sets forth information for our Named Executive Officers with respect to restricted stock units that vested but for which the underlying shares had not yet been delivered to the executive due to deferral elections made by the executives.

Name	Executive Contributions in Fiscal Year 2013 ($) (1)	Registrant Contributions in Fiscal Year 2013 ($)	Aggregate Earnings in Fiscal Year 2013 ($) (2)	Aggregate Withdrawals / Distributions ($)