

VIASAT INC  
Form 8-K  
February 22, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 22, 2012**

**ViaSat, Inc.**

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

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

**000-21767**  
**(Commission**  
  
**File No.)**

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

Edgar Filing: VIASAT INC - Form 8-K

6155 El Camino Real

Carlsbad, California 92009

(Address of principal executive offices, including zip code)

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

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

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On February 22, 2012, ViaSat, Inc. issued a press release pursuant to Rule 135c under the Securities Act of 1933, as amended (the "Securities Act"), regarding the proposed issuance of \$275.0 million in aggregate principal amount of senior unsecured notes due 2020 (the "Notes") through a private placement to qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act and outside the United States pursuant to Regulation S under the Securities Act.

Neither the press release nor this Current Report on Form 8-K constitutes an offer to sell or the solicitation of an offer to buy securities. Any offers of the securities will be made only by means of a private offering memorandum. The Notes have not been registered under the Securities Act, and may not be offered or sold in the United States except pursuant to an effective registration statement or an exemption from the registration requirements of the Securities Act and applicable state laws.

In accordance with Rule 135c(d) under the Securities Act, a copy of the press release is attached hereto as Exhibit 99.1.

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

(d) Exhibits.

| Exhibit<br>Number | Description of Exhibit                                       |
|-------------------|--------------------------------------------------------------|
| 99.1              | Press Release dated February 22, 2012 issued by ViaSat, Inc. |

SIGNATURES

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

VIASAT, INC.

Date: February 22, 2012

By: /s/ Paul G. Castor

Name: Paul G. Castor

Title: Associate General Counsel

**EXHIBIT INDEX**

| Exhibit<br>Number | Description of Exhibit                                       |
|-------------------|--------------------------------------------------------------|
| 99.1              | Press Release dated February 22, 2012 issued by ViaSat, Inc. |