

LAY B ALLEN
Form 4
December 19, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAY B ALLEN

(Last) (First) (Middle)
6155 EL CAMINO REAL
(Street)
CARLSBAD, CA 92009
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIASAT INC [VSAT]

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| \$0.0001 par value common stock | 12/16/2011 | | G | | 457 | D | \$ 0 | 315,896 | I | See footnote (1) |
| \$0.0001 par value common stock | 12/19/2011 | | G | | 173 | D | \$ 0 | 315,723 | I | See footnote (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAY B ALLEN 6155 EL CAMINO REAL CARLSBAD, CA 92009 | | X | | |

Signatures

Kathleen K. Hollenbeck, under power of attorney
 **Signature of Reporting Person
 Date 12/19/2011

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

169,336 shares are held by Lay Ventures, L.P. Mr. Lay and his wife are general partners of Lay Ventures, L.P. In addition, Mr. Lay and his wife are the trustees of The Lay Living Trust which holds 116,160 shares. The gift was made from The Lay Living Trust. The Lay Living Trust owns a 2% interest in Lay Ventures, L.P. Mr. Lay and his wife are also trustees of The Lay Charitable Remainder Trust which holds 30,400 shares. Mr. Lay disclaims ownership of the shares held by Lay Ventures, L.P. except to the extent of his pecuniary interest therein.

169,336 shares are held by Lay Ventures, L.P. Mr. Lay and his wife are general partners of Lay Ventures, L.P. In addition, Mr. Lay and his wife are the trustees of The Lay Living Trust which holds 115,987 shares. The gift was made from The Lay Living Trust. The Lay Living Trust owns a 2% interest in Lay Ventures, L.P. Mr. Lay and his wife are also trustees of The Lay Charitable Remainder Trust which holds 30,400 shares. Mr. Lay disclaims ownership of the shares held by Lay Ventures, L.P. except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.