

VIASAT INC  
Form 10-K/A  
August 03, 2010

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

**Form 10-K/A  
(Amendment No. 1)**

**(Mark One)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the fiscal year ended April 2, 2010**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number (000-21767)**

**VIASAT, INC.**

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

**Delaware**

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

**33-0174996**

*(I.R.S. Employer Identification No.)*

**6155 El Camino Real  
Carlsbad, California 92009  
(760) 476-2200**

*(Address, including zip code, and telephone number, including area code, of principal executive offices)*

**Securities registered pursuant to Section 12(b) of the Act:**

**Common Stock, par value \$0.0001 per share**

*(Title of Each Class)*

**The NASDAQ Stock Market LLC**

*(Name of Each Exchange on which Registered)*

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements

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incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).   
Yes  No

The aggregate market value of the common stock held by non-affiliates of the registrant as of October 2, 2009 was approximately \$788,872,693 (based on the closing price on that date for shares of the registrant's common stock as reported by the Nasdaq Global Select Market).

The number of shares outstanding of the registrant's common stock, \$.0001 par value, as of May 21, 2010 was 39,889,501.

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**Explanatory Note**

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended April 2, 2010 (the Annual Report ), originally filed with the Securities and Exchange Commission ( SEC ) on June 1, 2010, solely to re-file Exhibit 10.19 to the Annual Report (Award/Contract dated March 10, 2010 between ViaSat, Inc. and Space and Naval Warfare Systems, the Award/Contract ) to include certain portions of the cover page, page 56, page 64, page 66, page 83 and page 85 of the Award/Contract and page 2 of Attachment H of the Award/Contract in response to certain comments we received in connection with our confidential treatment request. Certain other provisions of Exhibit 10.19 remain omitted pursuant to a confidential treatment request filed with the SEC.

Except for the foregoing, this Amendment No. 1 does not amend the Annual Report in any way and does not modify or update any disclosures contained in the Annual Report, which continues to speak as of the original date of the Annual Report. Accordingly, this Amendment No. 1 should be read in conjunction with the Annual Report and our other filings made with the SEC subsequent to the Annual Report.

**PART IV****ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES****Financial Statements**

|   | <b>Page<br/>Number</b> |
|---|------------------------|
| (1) Report of Independent Registered Public Accounting Firm   | F-1                    |
| Consolidated Balance Sheets as of April 2, 2010 and April 3, 2009   | F-2                    |
| Consolidated Statements of Operations for the fiscal years ended April 2, 2010, April 3, 2009 and March 28, 2008                      | F-3                    |
| Consolidated Statements of Cash Flows for the fiscal years ended April 2, 2010, April 3, 2009 and March 28, 2008                      | F-4                    |
| Consolidated Statements of Equity and Comprehensive Income for the fiscal years ended April 2, 2010, April 3, 2009 and March 28, 2008 | F-5                    |
| Notes to the Consolidated Financial Statements  | F-6                    |
| (2) Schedule II Valuation and Qualifying Accounts   | II-1                   |

All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

**Exhibits**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>  | <b>Form</b> | <b>Incorporated by Reference</b> |                |                    | <b>Filed or<br/>Furnished<br/>Herewith</b> |
|---------------------------|---|-------------|----------------------------------|----------------|--------------------|--|
|                           |   |             | <b>File No.</b>                  | <b>Exhibit</b> | <b>Filing Date</b> |  |
| 2.1                       | Agreement and Plan of Merger, dated as of September 30, 2009, by and among ViaSat, Inc., WildBlue Holding, Inc. and Aloha Merger Sub, Inc.  | 8-K         | 000-21767                        | 2.1            | 10/02/2009         |  |
| 3.1                       | Second Amended and Restated Certificate of Incorporation of ViaSat, Inc.  | 10-Q        | 000-21767                        | 3.1            | 11/14/2000         |  |
| 3.2                       | First Amended and Restated Bylaws of ViaSat, Inc.   | S-3         | 333-116468                       | 3.2            | 06/14/2004         |  |
| 4.1                       | Form of Common Stock Certificate  | S-1/A       | 333-13183                        | 4.1            | 11/05/1996         |  |
| 4.2                       | Indenture, dated as of October 22, 2009, by and among ViaSat, Inc., ViaSat Credit Corp., Enerdyne Technologies, Inc., ViaSat Satellite Ventures, LLC, VSV I Holdings, LLC, VSV II Holdings, LLC, ViaSat Satellite Ventures U.S. I, LLC, ViaSat Satellite Ventures U.S. II, LLC and Wilmington Trust FSB, as trustee | 8-K         | 000-21767                        | 4.1            | 10/22/2009         |  |
| 4.3                       |   | 8-K         | 000-21767                        | 4.1            | 10/22/2009         |  |

Form of 8.875% Senior Note due 2016  
of ViaSat, Inc. (attached as Exhibit A  
to the Indenture filed as Exhibit 4.2  
hereto)

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| Exhibit<br>Number | Exhibit Description  | Form | Incorporated by Reference |         |             | Filed or<br>Furnished<br>Herewith |
|-------------------|--|------|---------------------------|---------|-------------|-----------------------------------|
|                   |  |      | File No.                  | Exhibit | Filing Date |                                   |
| 4.4               | Registration Rights Agreement, dated as of October 22, 2009, by and among ViaSat, Inc., ViaSat Credit Corp., Enerdyne Technologies, Inc., ViaSat Satellite Ventures, LLC, VSV I Holdings, LLC, VSV II Holdings, LLC, ViaSat Satellite Ventures U.S. I, LLC, ViaSat Satellite Ventures U.S. II, LLC, J.P. Morgan Securities Inc., Banc of America Securities LLC, Wells Fargo Securities, LLC, Oppenheimer & Co. Inc. and Stephens Inc. | 8-K  | 000-21767                 | 4.2     | 10/22/2009  |                                   |
| 4.5               | Registration Rights Agreement, dated as of December 15, 2009, by and among ViaSat, Inc. and the selling stockholders listed on Schedule A thereto  | 8-K  | 000-21767                 | 10.1    | 12/18/2009  |                                   |
| 10.1              | Form of Indemnification Agreement between ViaSat, Inc. and each of its directors and officers  | 8-K  | 000-21767                 | 99.1    | 03/07/2008  |                                   |
| 10.2*             | ViaSat, Inc. Employee Stock Purchase Plan (as Amended and Restated Effective July 1, 2009)   | 8-K  | 000-21767                 | 10.1    | 10/05/2009  |                                   |
| 10.3*             | 1996 Equity Participation Plan of ViaSat, Inc. (As Amended and Restated Effective September 29, 2009)  | 8-K  | 000-21767                 | 10.2    | 10/05/2009  |                                   |
| 10.4*             | Form of Stock Option Agreement for the 1996 Equity Participation Plan of ViaSat, Inc.  | 8-K  | 000-21767                 | 10.2    | 10/02/2008  |                                   |
| 10.5*             | Form of Restricted Stock Unit Award Agreement for the 1996 Equity Participation Plan of ViaSat, Inc.   | 8-K  | 000-21767                 | 10.3    | 10/02/2008  |                                   |
| 10.6*             | Form of Executive Restricted Stock Unit Award Agreement for the 1996 Equity Participation Plan of ViaSat,  | 8-K  | 000-21767                 | 10.4    | 10/02/2008  |                                   |

Inc.

|       |   |      |           |      |            |
|-------|---|------|-----------|------|------------|
| 10.7* | Form of Non-Employee Director Restricted Stock Unit Award Agreement for the 1996 Equity Participation Plan of ViaSat, Inc.  | 8-K  | 000-21767 | 10.3 | 10/05/2009 |
| 10.8  | Fourth Amended and Restated Revolving Loan Agreement dated July 1, 2009 by and among ViaSat, Inc., Banc of America Securities LLC, Bank of America, N.A., JPMorgan Chase Bank, N.A., Union Bank, N.A. and the other lenders party thereto | 10-Q | 000-21767 | 10.2 | 08/12/2009 |

| Exhibit<br>Number | Exhibit Description  | Form | Incorporated by Reference |         |             | Filed or<br>Furnished<br>Herewith |
|-------------------|--|------|---------------------------|---------|-------------|-----------------------------------|
|                   |  |      | File No.                  | Exhibit | Filing Date |                                   |
| 10.9              | First Amendment to Fourth Amended and Restated Revolving Loan Agreement, dated as of September 30, 2009, by and among ViaSat, Inc., Banc of America Securities LLC, Bank of America, N.A., JPMorgan Chase Bank, N.A., Union Bank, N.A., and the other lenders party thereto                                      | 8-K  | 000-21767                 | 10.1    | 10/02/2009  |                                   |
| 10.10             | Second Amendment to Fourth Amended and Restated Revolving Loan Agreement, dated as of October 6, 2009, by and among ViaSat, Inc., Banc of America Securities LLC, Bank of America, N.A., JPMorgan Chase Bank, N.A., Union Bank, N.A., Wells Fargo Bank, National Association and the other lenders party thereto | 8-K  | 000-21767                 | 10.1    | 10/09/2009  |                                   |
| 10.11             | Letter agreement, dated as of December 14, 2009, by and among ViaSat, Inc., Union Bank, N.A., and the other lenders party thereto  | 10-Q | 000-21767                 | 10.2    | 02/10/2010  |                                   |
| 10.12             | Fourth Amendment to Fourth Amended and Restated Revolving Loan Agreement, dated as of March 15, 2010, by and among ViaSat, Inc., Banc of America Securities LLC, Bank of America, N.A., JPMorgan Chase Bank, N.A., Union Bank, N.A., Wells Fargo Bank, National Association and the other lenders party thereto  | 8-K  | 000-21767                 | 10.1    | 03/17/2010  |                                   |
| 10.13             | Lease, dated March 24, 1998, by and between W9/LNP Real Estate Limited Partnership and ViaSat, Inc. (6155 El Camino Real, Carlsbad, California)  | 10-K | 000-21767                 | 10.27   | 06/29/1998  |                                   |
| 10.14             | Amendment to Lease, dated June 17, 2004, by and between Levine   | 10-Q | 000-21767                 | 10.1    | 08/10/2004  |                                   |



Investments Limited Partnership and  
ViaSat, Inc. (6155 El Camino Real,  
Carlsbad, CA)

|       |  |      |           |       |            |
|-------|--|------|-----------|-------|------------|
| 10.15 | Contract for the ViaSat Satellite Program dated as of January 7, 2008 between ViaSat, Inc. and Space Systems/Loral, Inc. | 10-Q | 000-21767 | 10.1  | 02/06/2008 |
| 10.16 | Beam Sharing Agreement dated January 11, 2008 between ViaSat, Inc. and Loral Space & Communications, Inc.                | 10-Q | 000-21767 | 10.2  | 02/06/2008 |
| 10.17 | Amended and Restated Launch Services Agreement dated May 7, 2009 between ViaSat, Inc. and Arianespace                    | 10-K | 000-21767 | 10.13 | 05/28/2009 |

| Exhibit<br>Number | Exhibit Description   | Form | Incorporated by Reference |                          |             | Filed or<br>Furnished<br>Herewith |
|-------------------|---|------|---------------------------|--------------------------|-------------|-----------------------------------|
|                   |   |      | File No.                  | Exhibit                  | Filing Date |                                   |
| 10.18             | Contract for Launch Services dated March 5, 2009 between ViaSat, Inc. and ILS International Launch Services, Inc.       | 10-K | 000-21767                 | 10.14                    | 05/28/2009  |                                   |
| 10.19             | Award/Contract dated March 10, 2010 between ViaSat, Inc. and Space and Naval Warfare Systems                            |      |                           |                          |             | X                                 |
| 21.1              | Subsidiaries  | 10-K | 000-21767                 | 21.1                     | 06/01/2010  |                                   |
| 23.1              | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm                                    | 10-K | 000-21767                 | 23.1                     | 06/01/2010  |                                   |
| 24.1              | Power of Attorney   | 10-K | 000-21767                 | see<br>signature<br>page | 06/01/2010  |                                   |
| 31.1              | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Chief Executive Officer                      |      |                           |                          |             | X                                 |
| 31.2              | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Chief Financial Officer                      |      |                           |                          |             | X                                 |
| 32.1              | Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | 10-K | 000-21767                 | 32.1                     | 06/01/2010  |                                   |

\* Indicates management contract, compensatory plan or arrangement.

Portions of this exhibit (indicated by asterisks) have been omitted and separately

filed with the  
Commission  
pursuant to a  
request for  
confidential  
treatment  
pursuant to  
Rule 24b-2  
under the  
Securities  
Exchange Act  
of 1934.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VIASAT, INC.

Date: August 3, 2010

By: /s/ MARK D. DANKBERG  
Chairman and Chief Executive Officer