

VIASAT INC  
Form 8-K  
September 08, 2017

**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): September 7, 2017**

**ViaSat, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**000-21767**  
**(Commission**  
  
**File No.)**  
**6155 El Camino Real**

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

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**Carlsbad, California 92009**

**(Address of Principal Executive Offices, Including Zip Code)**

**(760) 476-2200**

**(Registrant's Telephone Number, Including Area Code)**

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:

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the annual meeting of stockholders of ViaSat, Inc. ( ViaSat ) held on September 7, 2017 (the Annual Meeting ), ViaSat s stockholders approved the amendment and restatement of the ViaSat, Inc. Employee Stock Purchase Plan (as amended and restated, the Restated Purchase Plan ). The Restated Purchase Plan was previously approved by the Board of Directors of ViaSat (the Board ), and increased the maximum number of shares of common stock that may be issued under the plan by 800,000 shares to a total of 3,650,000 shares. The Restated Purchase Plan became effective upon stockholder approval at the Annual Meeting.

The preceding description of the Restated Purchase Plan does not purport to be complete and is qualified in its entirety by reference to the complete text of the Restated Purchase Plan, which is filed as Exhibit 10.1 to this report and incorporated herein by reference.

Also at the Annual Meeting, ViaSat s stockholders approved the amendment and restatement of the 1996 Equity Participation Plan of ViaSat, Inc. (as amended and restated, the Restated Equity Plan ). The Restated Equity Plan was previously approved by the Board, and implemented the following changes: (1) an increase in the number of shares of common stock available for issuance under the plan by 3,850,000 shares to a total of 29,050,000 shares; (2) an extension of the period during which incentive stock options may be granted from 2025 to 2027; (3) the addition of a minimum vesting period such that awards granted under the Restated Equity Plan will not vest earlier than the first anniversary of the applicable grant date (subject to limited exceptions); and (4) the addition of a restriction on the payment of dividends and dividend equivalents such that dividends and dividend equivalents may not be paid on awards subject to vesting conditions unless and until such conditions are met. The Restated Equity Plan became effective upon stockholder approval at the Annual Meeting.

The preceding description of the Restated Equity Plan does not purport to be complete and is qualified in its entirety by reference to the complete text of the Restated Equity Plan, which is filed as Exhibit 10.2 to this report and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, ViaSat s stockholders voted on the following six proposals and cast their votes as follows:

Proposal 1: To elect Mark Dankberg, Varsha Rao and Harvey White to serve as Class III Directors.

| <b>Nominee</b> | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------|------------|-----------------|-------------------------|
| Mark Dankberg  | 47,399,219 | 263,432         | 5,154,373               |
| Varsha Rao     | 47,540,797 | 121,854         | 5,154,373               |
| Harvey White   | 45,339,597 | 2,323,054       | 5,154,373               |

Proposal 2: To ratify the appointment of PricewaterhouseCoopers LLP as ViaSat s independent registered public accounting firm for the fiscal year ending March 31, 2018.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 52,536,371 | 261,483        | 19,170             | 0                       |

Proposal 3: To conduct an advisory vote on executive compensation.

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**For**  
33,413,254

**Against**  
14,224,541

**Abstentions**  
24,856

**Broker Non-Votes**  
5,154,373

Proposal 4: To conduct an advisory vote on the frequency of holding future advisory votes on executive compensation.

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|--------------------|-------------------------|
| 46,544,906    | 16,163         | 1,076,425      | 25,157             | 5,154,373               |

Based on these results, the Board has determined that ViaSat will hold an advisory vote on executive compensation every year.

Proposal 5: To approve an amendment and restatement of the Employee Stock Purchase Plan.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 47,608,575 | 31,631         | 22,445             | 5,154,373               |

Proposal 6: To approve an amendment and restatement of the 1996 Equity Participation Plan.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 43,335,030 | 4,308,391      | 19,230             | 5,154,373               |

**Item 9.01 Financial Statements and Exhibits.**

Exhibits.

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>   |
|-----------------------|---|
| 10.1                  | <u>ViaSat, Inc. Employee Stock Purchase Plan (As Amended and Restated Effective September 7, 2017)</u>      |
| 10.2                  | <u>1996 Equity Participation Plan of ViaSat, Inc. (As Amended and Restated Effective September 7, 2017)</u> |

**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.

Date: September 8, 2017

ViaSat, Inc.

By: /s/Brett Church  
Brett Church  
Associate General Counsel