

Edgar Filing: VIASAT INC - Form SC 13G/A

VIASAT INC  
Form SC 13G/A  
November 13, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

ViaSat, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

92552V100

-----  
(CUSIP Number)

October 31, 2012

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
FPR Partners, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware, United States

|  |                             |           |
|--|-----------------------------|-----------|
|  | 5. SOLE VOTING POWER        |           |
|  |                             | 5,709,383 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | 6. SHARED VOTING POWER      |           |
|  |                             | 0         |
|  | 7. SOLE DISPOSITIVE POWER   |           |
|  |                             | 5,709,383 |
|  | 8. SHARED DISPOSITIVE POWER |           |
|  |                             | 0         |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
5,709,383

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
13.0%

12. TYPE OF REPORTING PERSON (See Instructions)  
  
IA

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Andrew Raab

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

|  |    |                          |           |
|--|----|--------------------------|-----------|
|  | 5. | SOLE VOTING POWER        |           |
|  |    |                          | 5,709,383 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | 6. | SHARED VOTING POWER      |           |
|  |    |                          | 0         |
|  | 7. | SOLE DISPOSITIVE POWER   |           |
|  |    |                          | 5,709,383 |
|  | 8. | SHARED DISPOSITIVE POWER |           |
|  |    |                          | 0         |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,709,383

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.0%

12. TYPE OF REPORTING PERSON (See Instructions)

IN

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bob Peck

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----  
5. SOLE VOTING POWER  
5,709,383  
-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:  
-----  
6. SHARED VOTING POWER  
0  
-----  
7. SOLE DISPOSITIVE POWER  
5,709,383  
-----  
8. SHARED DISPOSITIVE POWER  
0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,709,383

-----  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.0%

-----  
12. TYPE OF REPORTING PERSON (See Instructions)

IN

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This Amendment No. 3 to Schedule 13G relates to the Common Stock, par value of \$0.0001 per share (the "Common Stock") of ViaSat, Inc., a Delaware corporation (the "Issuer"), which has its principal executive office at 6155 El Camino Real, Carlsbad, CA 92009. This Amendment No. 3 amends and supplements, as set forth below, the initial Schedule 13G, filed January 9, 2012, the Amendment No. 1 to Schedule 13G, filed February 29, 2012, filed by BART Partners, LLC, the Amendment No. 2 to Schedule 13G, filed May 10, 2012, filed by FPR Partners, LLC relating to the Common Stock (collectively, the "Schedule 13G").

Item 1. Issuer  
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(a) Name of Issuer:  
-----

ViaSat, Inc.

(b) Address of Issuer's Principal Executive Offices:  
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6155 El Camino Real  
Carlsbad, CA 92009

Item 2. Identity And Background  
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(a) Name of Person Filing:  
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This Amendment No. 3 is jointly filed by on behalf of FPR Partners, LLC ("FPR"), Andrew Raab, and Bob Peck (collectively, the "Reporting Persons"). The reported shares of Common Stock are held directly by a limited liability company and certain limited partnerships, collectively, the "Funds". FPR is the general partner of the limited liability company and acts as investment manager to the remaining Funds and may be deemed to indirectly beneficially own securities owned by the Funds. Andrew Raab and Bob Peck are the managing directors and managing members of FPR and may be deemed to indirectly beneficially own securities owned by FPR and the Funds. Each of the Reporting Persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Sections 13(d) or 13(g) of the Securities and Exchange Act of 1934, the beneficial owner of any of the securities covered by this statement. The agreement among the Reporting Persons relating to the joint filing of this Schedule 13G is attached as Exhibit 99.1 hereto.

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(b) Address of Principal Business Office or, if none, Residence:  
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The address of the principal office of each Reporting Person is  
199 Fremont Street, Suite 2500, San Francisco, CA 94105-2261.

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(c) Citizenship:  
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FPR Partners, LLC is a limited liability company organized under  
the laws of the State of Delaware. Mr. Raab and Mr. Peck are  
US citizens.

(d) Title of Class of Securities:  
-----

Common Stock

(d) CUSIP Number:  
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92552V100

Item 3. If this statement is filed pursuant to 240.13d-1(b) or  
240.13d-2(b) or (c), check whether the person filing is a:  
-----

- (a)  Broker or dealer registered under section 15 of the  
Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act  
(15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of  
the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the  
Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e)  An investment adviser in accordance with  
240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance  
with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance  
with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of  
the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition  
of an investment company under section 3(c)(14) of  
the Investment Company Act of 1940 (15 U.S.C. 80a-3);

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(j) [ ] A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);

(k) [ ] Group, in accordance with 240.13d-1(b)(1)(ii)(K).

- (1) FPR is An investment advisor in accordance with 240.13d-1(b)(1)(ii)(E)
- (2) Mr. Raab and Mr. Peck are control persons of FPR in accordance with 240.13d-1(b)(1)(ii)(G)

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Item 4. Ownership  
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FPR Partners, LLC:

(a) Amount beneficially owned: See Item 9 on the cover pages hereto.

(b) Percent of class: See Item 11 on the cover pages hereto.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:  
See Item 5 on the cover pages hereto.

(ii) Shared power to vote or to direct the vote:  
See Item 6 on the cover pages hereto.

(iii) Sole power to dispose or to direct the disposition of:  
See Item 7 on the cover pages hereto.

(iv) Shared power to dispose or to direct the disposition of:  
See Item 8 on the cover pages hereto.

Item 5. Ownership Of Five Percent Or Less Of a Class  
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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5.0% of the class of securities, check the following [ ].

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person  
-----

Other persons are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities covered by this statement.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The  
-----  
Security Being Reported On By The Parent Holding Company  
-----

Not Applicable.

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Item 8. Identification And Classification Of Members Of The Group  
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Not Applicable.

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Item 9. Notice Of Dissolution Of Group  
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Not Applicable.

Item 10. Certification  
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By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



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SIGNATURES  
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After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: November 13, 2012

FPR Partners, LLC

/s/ Siu Chiang  
-----

Name: Siu Chiang  
Title: Chief Financial Officer

Andrew Raab

/s/ Siu Chiang for Andrew Raab  
-----

Name: Siu Chiang  
Title: Authorized Signatory

Bob Peck

/s/ Siu Chiang for Bob Peck  
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Name: Siu Chiang  
Title: Authorized Signatory

Exhibit 99.1 Joint Filing Agreement, dated November 13, 2012, by and among FPR Partners, LLC, Andrew Raab and Bob Peck (furnished herewith).

Exhibit 99.2 Confirming Statement for Andrew Raab (furnished herewith).

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Exhibit 99.3      Confirming Statement for Bob Peck (furnished herewith).