

VIASAT INC
Form 8-K
May 08, 2006

Table of Contents

**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): May 2, 2006
ViaSat, Inc.
(Exact name of registrant as specified in its charter)**

Delaware

0-21767

33-0174996

(State or Other Jurisdiction of
Incorporation)

(Commission File No.)

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

**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))
-

TABLE OF CONTENTS

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT
SIGNATURE

Table of Contents

This Current Report on Form 8-K is filed by ViaSat, Inc., a Delaware corporation (the "Company"), in connection with the matters described herein.

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

At its meeting on May 2, 2006, the Company's Board of Directors approved, upon recommendation of the Compensation and Human Resources Committee (the "Committee"), bonuses for the Company's executive officers for fiscal year 2006. The Board of Directors also approved, upon recommendation of the Committee, the annual base salaries of the Company's executive officers for fiscal year 2007 after a review of such individuals' performance, experience and contribution as well as competitive market data. The following table sets forth actual annual base salary and bonus amounts for fiscal year 2006 and annual base salary for fiscal year 2007 for the individuals expected to be Named Executive Officers in the Company's proxy statement for its fiscal year 2006 annual stockholders meeting.

Named Executive Officers Compensation

| Name and Principal Position | Fiscal | Salary | Bonus |
|---|--------|------------|------------|
| | Year | | |
| Mark D. Dankberg Chairman and CEO | 2006 | \$ 495,000 | \$ 453,800 |
| | 2007 | \$ 545,000 | |
| Richard A. Baldrige President and COO | 2006 | \$ 385,000 | \$ 261,400 |
| | 2007 | \$ 420,000 | |
| Ronald G. Wangerin Vice President and CFO | 2006 | \$ 260,000 | \$ 135,000 |
| | 2007 | \$ 295,000 | |
| Steven R. Hart Vice President-Engineering, Co-Chief Technical Officer | 2006 | \$ 240,000 | \$ 115,000 |
| | 2007 | \$ 260,000 | |
| Robert L. Barrie Vice President-Operations | 2006 | \$ 235,000 | \$ 90,000 |
| | 2007 | \$ 245,000 | |

On May 2, 2006, the Board of Directors also approved the terms of the fiscal year 2007 Annual Bonus Program (the "Bonus Program") applicable to key employees of the Company, including the Company's executive officers. The design of the Bonus Program is substantially similar to the Company's previous bonus programs, which reward achievement at specified levels of financial and individual performance.

Under the Bonus Program, each executive officer position has an assigned base target bonus level, expressed as a percent of fiscal year end annual salary. The target bonus levels are competitive with target bonuses for similar positions reported in independent, third-party published surveys reviewed by the Committee. Depending on corporate financial performance and individual performance, each officer may earn less than or more than the base target. Two components comprise the fundamental design of the Bonus Program:

Financial Performance of the Company. Financial performance includes earnings, revenue, net operating asset (NOA) turnover and awards, with the greatest emphasis on earnings. The level of performance, upon which the bonus award is based, is determined from the ratio of fiscal year-

Table of Contents

end earnings, revenue, NOA turnover, and awards compared to the planned amounts reviewed by the Committee and the Board of Directors at the beginning of the fiscal year.

Individual & Organizational Performance. This discretionary component enables the Committee and the Board to adjust the annual bonus based on each executive officer's performance and contribution to the Company during the fiscal year.

The Committee's approval of the terms of the Bonus Program shall not be deemed to create an enforceable agreement between the Company and any employee or executive officer, and the Committee retains discretion to reduce or refuse to authorize any awards under the Bonus Program despite attainment of any specific objectives. No rights to any awards shall be deemed to exist unless and until the Board of Directors or, with respect to non-executive officers, the Company authorizes payment of any awards under the Bonus Program following the completion of any fiscal year measurement periods.

SIGNATURE

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: May 8, 2006

ViaSat, Inc.

By: /s/ Richard Baldrige
Richard Baldrige
President and Chief Operating
Officer