

**FCC Form 312**  
**Exhibit F**

**Description of Proposed Transaction and Public Interest Statement**

Viasat, Inc. (“Viasat”) and RigNet, Inc. (“RigNet” and, together with Viasat, the “Applicants”) request Commission consent to transfer control of RigNet and its RigNet SatCom, Inc. (“RSI”) subsidiary from RigNet’s current shareholders to Viasat. As a result of the proposed transaction, Viasat would indirectly own and control RSI, which holds five FCC earth station licenses and multiple FCC wireless licenses and lease authorizations.

The Applicants are filing separate Form 312 applications identifying RSI’s fixed earth station license and four blanket earth station licenses, as well as multiple ULS submissions regarding RSI’s wireless licenses and spectrum leasing arrangements.

**Description of Proposed Transaction**

Viasat is a publicly traded Delaware corporation and a leading provider of communications services and technologies. Viasat’s platform of high-capacity Ka-band satellites, ground infrastructure, and user terminals enables it to provide cost-effective, high-speed, high-quality broadband solutions to enterprises, consumers, and government users.

RigNet is a publicly traded Delaware corporation providing customized global data solutions to enterprise customers in the oil and gas, maritime, mining, and other industries with remote connectivity needs. RSI, a Delaware corporation, is a direct, wholly owned subsidiary of RigNet and holds earth station licenses, wireless licenses, and spectrum lease authorizations used to support RigNet’s provision of communications services. No other RigNet subsidiary holds authorizations issued by the Commission.

Under the proposed transaction, Viasat would acquire RigNet in an all-stock transaction under which RigNet would become a direct, wholly owned subsidiary of Viasat, and RSI would become an indirect, wholly owned subsidiary of Viasat. Upon closing, RigNet shareholders are expected to collectively hold approximately 5.7% of Viasat’s outstanding common stock. Attachment A depicts the pre- and post-transaction ownership structure of RigNet and RSI. Exhibit E provides information regarding the ownership of Viasat.

**The Proposed Transaction Would Serve the Public Interest**

The proposed transaction would yield a number of public interest benefits; accordingly, grant of the instant application is appropriate.<sup>1</sup> Among other things, the proposed transaction would enhance Viasat’s ability to serve the energy industry by leveraging RigNet’s specialized technology solutions and deep experience serving remote sites in that industry. The proposed transaction would enable the realization of substantial efficiencies, including by simplifying RigNet’s existing supply chain and reducing related transaction costs, and also enable Viasat to

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<sup>1</sup> See 47 U.S.C. § 310(d); 47 C.F.R. § 25.119(a).

enter adjacent industries (*e.g.*, the shipping, maritime, mining, and other industries) more quickly, increasing competition in those industries. In short, the proposed transaction would deliver significant public interest benefits in a manner that neither company could accomplish on its own in the near term.<sup>2</sup>

Viasat is well qualified to control RigNet and RSI. Viasat's financial, legal, technical, and other basic qualifications as a Commission licensee are established and a matter of public record. Moreover, the proposed transaction is fully consistent with the Communications Act of 1934, as amended, other applicable statutes, and the Commission's rules (and requires no waivers).<sup>3</sup> And as a U.S. company, Viasat's proposed acquisition of RigNet and RSI raises no national security or law enforcement concerns. Accordingly, there should be no doubt that the proposed transaction satisfies the Commission's public interest standard.

### **Other Processing Matters**

Multiple license applications previously filed by RSI remain pending as of the date of the instant application, and RSI may file additional applications, consistent with day-to-day operational requirements, prior to the consummation of the proposed transaction. Accordingly, the Applicants request that the Commission consent to the transfer of control of (1) any additional licenses and authorizations issued to RSI prior to grant of the instant application or during the period required for consummation following grant; and (2) any applications (including applications for STA), petitions, or other filings that have been filed by RSI and are pending at the time of consummation of the proposed transaction. Following the closing of the proposed transaction, RSI would supplement its pending applications as required under the Commission's rules, 47 C.F.R. § 1.65, to reflect RSI's new ownership structure.

For these reasons, the Applicants respectfully request that the Commission consent to the transfer of control of RigNet and RSI from RigNet's current shareholders to Viasat.

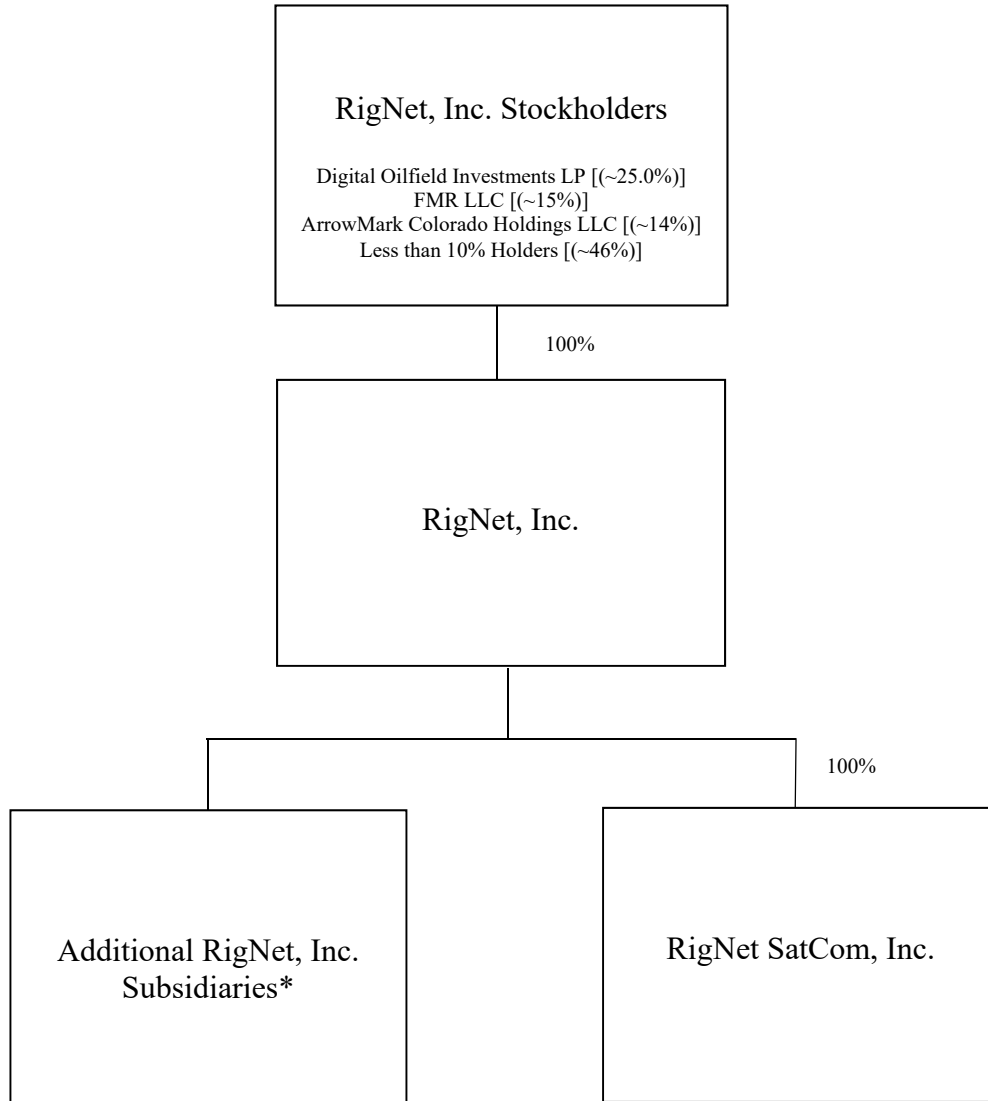
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<sup>2</sup> See, *e.g.*, *National Rural Utilities Cooperative Finance Corporation and Atlantic Tele-Network, Inc., Applications for Consent to Transfer Control of Licenses and Authorizations*, 31 FCC Rcd 6913, at ¶¶ 35-36 (2016) (finding that a combined company with increased resources and economies of scale could be better able to serve remote and difficult-to-serve areas).

<sup>3</sup> See, *e.g.*, *General Communication, Inc. and GCI Liberty, Inc., Joint Application for Consent to Transfer Control*, 32 FCC Rcd 9349, at ¶¶ 7, 13 (2017).

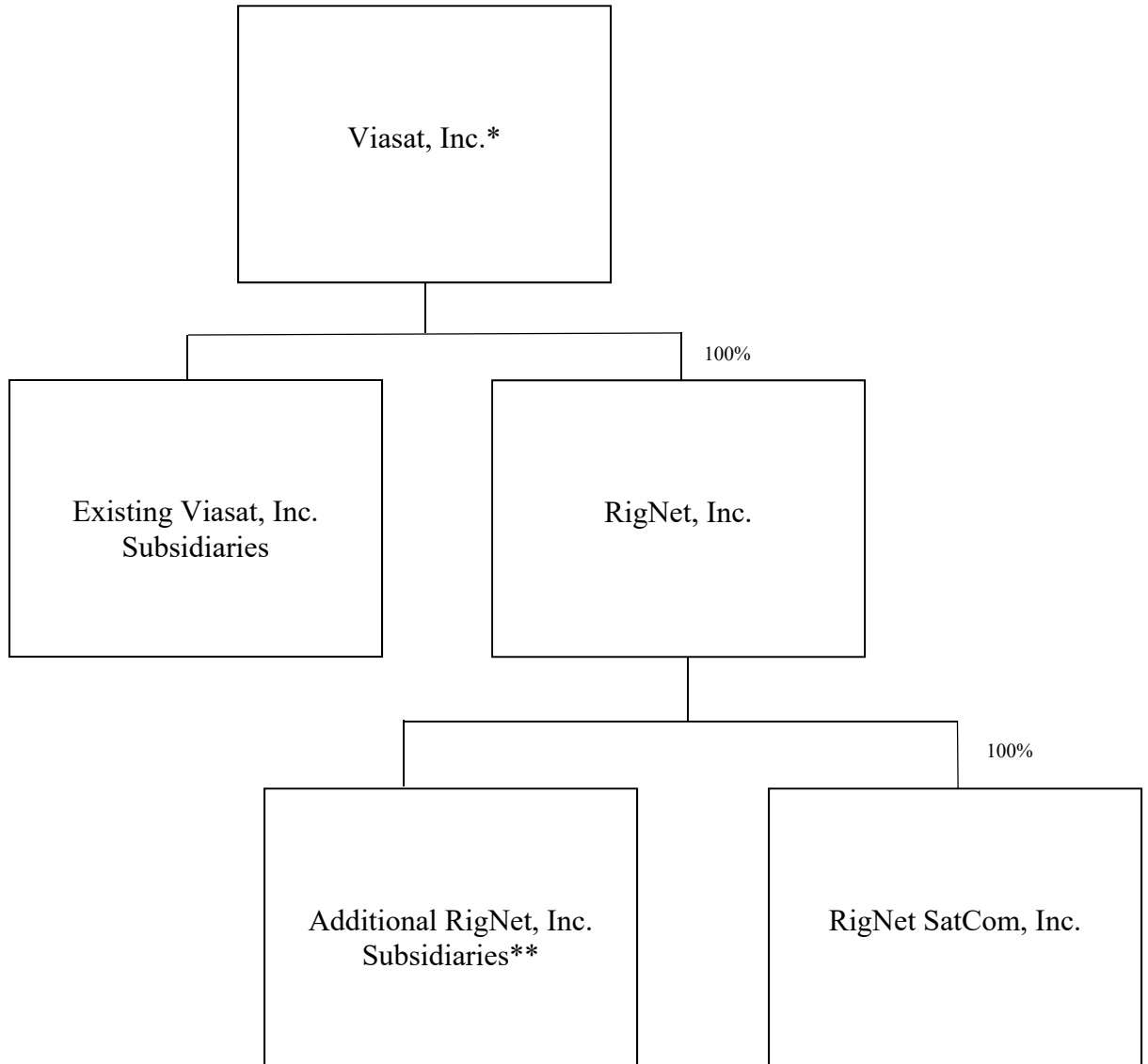
# Attachment A

## Pre-Transaction Ownership



\* No RigNet subsidiary other than RigNet SatCom, Inc. hold licenses or authorizations issued by the Commission.

Post-Transaction Ownership



\* Upon closing, RigNet shareholders are expected to *collectively* hold approximately 5.7% of Viasat's outstanding common stock. As such, no single RigNet shareholder would hold 10 percent or more of Viasat's shares.

\*\* No RigNet subsidiary other than RigNet SatCom, Inc. holds licenses or authorizations issued by the Commission.