

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Carter Benjamin Andrew</u>  (Last) (First) (Middle) C/O RIGNET, INC. 15115 PARK ROW BLVD., SUITE 300  (Street) HOUSTON TX 77084  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RigNet, Inc. [ RNET ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  PAO
	3. Date of Earliest Transaction (Month/Day/Year) 03/19/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/19/2019		M		215	A	\$0.00	6,143 <sup>(1)</sup>	D	
Common Stock	03/19/2019		M		262	A	\$0.00	6,405	D	
Common Stock	03/19/2019		M		700	A	\$0.00	7,105	D	
Common Stock	03/19/2019		F		347 <sup>(2)</sup>	D	\$13.12	6,758	D	
Common Stock	03/20/2019		A		3,398	A	\$0.00	10,156	D	
Common Stock	03/20/2019		F		1,007 <sup>(2)</sup>	D	\$13.12	9,149	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(3)	03/19/2019		M			262	(4)	(4)	Common Stock	262	\$0.00	786	D	
Restricted Stock Unit	(3)	03/19/2019		M			700	(5)	(5)	Common Stock	700	\$0.00	1,400	D	
Restricted Stock Unit	(3)	03/19/2019		M			215	(6)	(6)	Common Stock	215	\$0.00	433	D	
Restricted Stock Unit	(3)	03/20/2019		A		1,252		(7)	(7)	Common Stock	1,252	\$0.00	1,685	D	
Performance Unit	(8)	03/20/2019		A		158		(9)	(9)	Common Stock	158	\$0.00	158	D	
Stock Options	\$15.06	03/20/2019		A		480		(10)	03/20/2029	Common Stock	480	\$0.00	480	D	
Stock Options	\$13.5 <sup>(11)</sup>							(12)	03/07/2025	Common Stock	649		649	D	

**Explanation of Responses:**

1. The amount of securities beneficially owned by the reporting person was incorrectly reported on the reporting person's original Form 4 filed with the Securities and Exchange Commission on November 15, 2018.

2. These shares were withheld solely for the purpose of paying taxes due upon the vesting of shares from restricted stock units that were granted to the Reporting Person.
3. Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
4. On March 7, 2018, the reporting person was granted 1,048 restricted stock units, of which 1/4 of the shares subject to the restricted stock units vested on March 19, 2019. The common stock into which such vested restricted stock units converted on March 19, 2019 is reported on Table 1 on this Form 4. The remaining unvested restricted stock units will continue to vest in equal annual installments until fully vested on March 19, 2022.
5. On March 10, 2016, the reporting person was granted 2,800 restricted stock units, of which 1/4 of the shares subject to the restricted stock units vested on March 19, 2016. The common stock into which such vested restricted stock units converted on March 19, 2019 is reported on Table 1 on this Form 4. The remaining unvested restricted stock units will continue to vest in equal annual installments until fully vested on March 19, 2020.
6. On March 15, 2017, the reporting person was granted 863 restricted stock units, of which 1/4 of the shares subject to the restricted stock units vested on March 19, 2018. The common stock into which such vested restricted stock units converted on March 19, 2019 is reported on Table 1 on this Form 4. The remaining unvested restricted stock units will continue to vest in equal annual installments until fully vested on March 19, 2021.
7. These restricted stock units will vest in three equal annual installments beginning March 20, 2020 and will be fully vested on March 20, 2022.
8. Each performance unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2010 Omnibus Incentive Plan, as amended. On March 7, 2018, the reporting person was awarded a target number of performance units ("PUs") which were subject to the achievement of certain pre-established metrics over the one-year performance period which began on January 1, 2018 and ended December 31, 2018. On March 20, 2019, the Issuer's Board of Directors certified the performance metrics and determined the number of PUs that were earned by the reporting person.
9. The PUs become payable on July 1, 2021, but may be settled earlier upon certain circumstances as defined in the Issuer's Performance Unit Award Agreement.
10. These options vest in three equal annual installments beginning March 20, 2020 and will be fully vested on March 20, 2022.
11. The grant price on this Stock Option Award was incorrectly reported on the reporting person's original Form 4 filed with the SEC on March 8, 2018.
12. These options vest in four equal annual installments beginning March 7, 2019 and will be fully vested on March 7, 2022.

**Remarks:**

[Shelly Buchman pursuant to a  
Limited Power of Attorney  
filed with the SEC on 03/20/2019  
February 28, 2018 /s/ Shelly  
Buchman](#)

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Brad Eastman, Shelly Buchman, Brian Fenske and Trevor G. Pinkerton or either of them acting singly and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director or both of RigNet, Inc. (the "Company"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC") and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and
3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Limited Power of Attorney and approves and ratifies any such release of information; and
4. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 28th day of February, 2018.

Benjamin Carter

/s/ Benjamin Carter

