

Narayanan Sundararajan  
 Form 4  
 June 04, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Narayanan Sundararajan

(Last) (First) (Middle)

C/O VIRTUSA CORPORATION, 132 TURNPIKE ROAD

(Street)

SOUTHBOROUGH, MA 01772

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 VIRTUSA CORP [VRTU]

3. Date of Earliest Transaction (Month/Day/Year)  
 06/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP, CPO and Global Head of HR

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V Amount  |  |                                   |
| common stock                    | 06/01/2018                           |  | F(1)                           | 235 (1) D   | \$ 50.29  | 82,356   | D                                 |
| common stock                    | 06/01/2018                           |  | F(2)                           | 387 (2) D   | \$ 50.29  | 81,969   | D                                 |
| common stock                    | 06/01/2018                           |  | F(3)                           | 883 (3) D   | \$ 50.29  | 81,086   | D                                 |

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Narayanan Sundararajan<br>C/O VIRTUSA CORPORATION<br>132 TURNPIKE ROAD<br>SOUTHBOROUGH, MA 01772 |               |           | EVP, CPO and Global Head of HR |       |

## Signatures

/s/ Paul D. Tutun, Attorney  
in Fact 06/04/2018

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) On August 8, 2014, the reporting person was granted 3,181 shares of restricted stock which vest at a rate of 25% each year over 4 years, with the first vesting date on June 1, 2015 with vesting to occur each anniversary date thereafter, under the Company's 2007 Stock Option and Incentive Plan ("2007 Plan"). On 6/1/18, 25% vested and on 6/1/18, the company withheld the number of shares equal to the tax liability thereon.
- (2) On 07/31/2015, the reporting person was granted 5,256 shares of restricted stock awards under the Company's 2007 Stock Option and Incentive Plan ("2007 Plan") with 25% of the shares vesting on 06/01/2016 and 25% vesting each one year anniversary thereafter. On 6/1/2018, 25% of the shares vested, and on 6/1/18 the company withheld the number of shares equal to the tax liability thereon.
- (3) On August 10, 2017, the reporting person was granted 8,994 shares of restricted stock which vest at a rate of 25% each year over 4 years, with the first vesting date on June 1, 2018 with vesting to occur each anniversary date thereafter, under the Company's 2015 Stock Option and Incentive Plan ("2015 Plan"). On 6/1/18, 25% vested and on 6/1/18, the company withheld the number of shares equal to the tax liability thereon.

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

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