**VIRTUSA CORP** 

Form 4

November 06, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Rajgopal Raj Issuer Symbol VIRTUSA CORP [VRTU] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ Other (specify C/O 2000 WEST PARK DRIVE 11/05/2014 below) below) President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting WESTBOROUGH, MA 01581 Person

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
common stock	11/05/2014		M(1)	3,175	A	\$ 5.321 (2)	122,963	D	
common stock	11/05/2014		S(1)	3,175	D	\$ 39.7633 (3)	119,788	D	
common stock	11/05/2014		S(4)	14,285	D	\$ 39.7339 (5)	105,503	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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 on f Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and of Underlyin Securities (Instr. 3 and	ng
					(D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A) (D)	Lacicisable	Date		of Shares
non-qualified stock option	\$ 5.321	11/05/2014		M	3,175	(2)	02/17/2015	common stock	3,175

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ajgopal Raj			Procident			

Ra

WESTBOROUGH, MA 01581

President

# **Signatures**

Paul D. Tutun, Attorney in Fact

11/06/2014

\*\*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).
- These shares were exercised and sold pursuant to a 10b5-1 Plan Agreement dated as of September 5, 2014 entered into by and between Mr. Rajgopal and an investment bank.
- The reporting person was granted an option exercisable for 3,194 shares on February 17, 2005, subject to vesting over four years. All **(2)** shares are currently vested.
- This transaction was executed in multiple trades at prices ranging from \$39.30 to \$40.07 per share. The price reported above reflects the (3) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- These shares were sold pursuant to a 10b5-1 Plan Agreement dated as of September 5, 2014 entered into by and between Mr. Rajgopal and an investment bank.

**(5)** 

Reporting Owners 2

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This transaction was executed in multiple trades at prices ranging from \$39.29 to \$40.225 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.