

Canekeratne Kris A
Form 4
March 12, 2019

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 *
Canekeratne Kris A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O VIRTUSA CORPORATION, 132 TURNPIKE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

SOUTHBOROUGH, MA 01772

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/11/2019 | | M ⁽¹⁾ | 38,175 A \$ 9.82 | 683,292 | D | |
| Common Stock | 03/11/2019 | | S | 38,175 D \$ 51.0709 ⁽²⁾ | 645,117 | D | |
| Common Stock | 03/11/2019 | | S ⁽³⁾ | 24,000 ⁽³⁾ D \$ 51.3885 ⁽⁴⁾ | 621,117 | D | |
| Common Stock | | | | | 156,261 | I | Held by Spouse |

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| | | | | | |
|--------------|--|--|--------|---|--|
| Common Stock | | | 41,110 | I | Held by Kris Canekeratne Irrevocable Trust |
| Common Stock | | | 41,110 | I | Held by Irrevocable Trust of spouse |
| Common Stock | | | 14,692 | I | Held by Kavan A. Canekeratne IDI Trust |
| Common stock | | | 14,692 | I | Held by Shane A. Canekeratne IDI Trust |

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

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 control number.

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(9-02)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| NQ Stock Option (right to buy) | \$ 9.82 | 03/11/2019 | | M | 38,175 | <u>(1)</u> 08/04/2019 | common stock | 38,175 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Canekeratne Kris A
C/O VIRTUSA CORPORATION
132 TURNPIKE ROAD
SOUTHBOROUGH, MA 01772

X

Chairman
& CEO

Signatures

/s/ Paul D. Tutun, Attorney
in Fact

03/12/2019

__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) The reporting person was granted an option exercisable for 38,175 shares on 08/04/2009. All shares have vested.

This transaction was executed in multiple trades at prices ranging from \$50.89 to \$51.50 per share. The price reported above reflects the

(2) 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.

(3) These shares were sold pursuant to a 10b5-1 Sales Plan Agreement dated as of March 15,2018 entered into by and between Kris Canekeratne and an investment bank.

This transaction was executed in multiple trades at prices ranging from \$51.25 to \$51.60 per share. The price reported above reflects the

(4) 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.

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