**VIRTUSA CORP** 

Form 4 June 07, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Dhir Samir |            |          | 2. Issuer Name and Ticker or Trading Symbol VIRTUSA CORP [VRTU] | 5. Relationship of Reporting Person(s) to Issuer   |  |  |
|--|------------|----------|---|--|--|--|
| (Last)   | (First)    | (Middle) | 3. Date of Earliest Transaction                                 | (Check all applicable)   |  |  |
|  |            |          | (Month/Day/Year)  | Director 10% Owner   |  |  |
| C/O VIRTUSA CORPORATION                              |            | ATION    | 06/07/2012  | X Officer (give title Other (specify below) SVP, Global Services                                     |  |  |
|  | (Street)   |          | 4. If Amendment, Date Original                                  | 6. Individual or Joint/Group Filing(Check  |  |  |
| WESTBOROU  | JGH, MA 01 | 1581     | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |

| (City)                               | (State)                                 | (Zip) Tab   | ole I - Non-                           | Derivativ | e Seci                        | urities Acqui        | ired, Disposed of  | , or Beneficial  | ly Owned  |
|--------------------------------------|---|---|--|-----------|-------------------------------|----------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) |           | esed of<br>4 and<br>(A)<br>or |                      | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| common<br>stock                      | 06/07/2012                              |   | M                                      | 900 (1)   | A                             | \$ 9.62              | 20,627   | D  |   |
| common<br>stock                      | 06/07/2012                              |   | S                                      | 900       | D                             | \$<br>14.9302<br>(2) | 19,727   | D  |   |
| common<br>stock                      | 06/07/2012                              |   | S                                      | 3,509     | D                             | \$<br>14.8362<br>(3) | 16,218   | D  |   |
| common<br>stock                      | 06/07/2012                              |   | S                                      | 691       | D                             | \$<br>14.8105        | 15,527   | D  |   |

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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.

SEC 1474 (9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number on f Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |
|---|---|---|---|--|--|--------------------|---|--|
|   |   |   |   | Disposed of (D) (Instr. 3, 4, and 5)                 |  |                    |   |  |
|   |   |   | Code V                                  | (A) (D)  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| non-qualified stock option                          | \$ 9.62   | 06/07/2012                              | M                                       | 900  | <u>(1)</u>   | 05/17/2020         | common<br>stock   | 900                                    |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**Dhir Samir** 

C/O VIRTUSA CORPORATION WESTBOROUGH, MA 01581 SVP, Global Services

# **Signatures**

Paul D. Tutun, Attorney in Fact

06/07/2012

\*\*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).
- The reporting person was granted options to purchase 14,061 shares of common stock on May 17, 2010 under the Company's 2007 Stock (1) Option and Incentive Plan, of which, 25% of the shares granted vest on February 15, 2011 and the remaining shares vest at a rate of 6.25% in 12 equal installments each 3 months thereafter.
- The sales of underlying stock of the options exercised were executed in multiple trades at prices ranging from \$14.93 to \$14.94 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

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The sales of underlying stock of the options exercised were executed in multiple trades at prices ranging from \$14.80 to \$14.93 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.