

VIRTUSA CORP  
Form 4  
May 19, 2010

**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 \*  
Caneckeratne Kris A

(Last) (First) (Middle)

C/O VIRTUSA CORPORATION, 2000 WEST PARK DRIVE

(Street)

WESTBOROUGH, MA 01581

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/17/2010

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)  
Chairman & CEO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/17/2010		A	V	100,000 (1)	A	\$ 9.62 1,488,721 (2) D
Common Stock	05/17/2010		A	V	4,151 (3)	A	\$ 9.62 1,492,872 (2) D
Common Stock	05/17/2010		F	D	1,317 (4)	D	\$ 9.62 1,491,555 (2) D
Common Stock	05/17/2010		A	V	8,146 (5)	A	\$ 9.62 1,499,701 (2) D
Common Stock	05/17/2010		F	D	646 (6)	D	\$ 9.62 1,499,055 (2) D

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Common Stock	643,389	I	Held by Spouse
Common Stock	60,982	I	Held by Kris Canekeratne Irrevocable Trust
Common Stock	60,982	I	Held by Irrevocable Trust of spouse

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canekeratne Kris A C/O VIRTUSA CORPORATION 2000 WEST PARK DRIVE WESTBOROUGH, MA 01581	X	X	Chairman & CEO	

## Signatures

/s/ Paul D. Tutun, Attorney  
in Fact 05/19/2010

\_\_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) In May 2010, the reporting person was granted 100,000 shares of restricted stock which vest at a rate of 25% each year, commencing on April 1, 2010, under the Company's 2007 Stock Option and Incentive Plan (the "2007 Plan"). If the Company achieves a certain revenue target for its fiscal year ending March 31, 2011, then 12,500 shares allocated to the fourth annual vesting period shall accelerate and vest; and if the Company achieves a certain revenue target for the fiscal year ending March 31, 2012, then 12,500 shares allocated to the fourth annual vesting period shall accelerate and vest. The grantee retains voting rights with respect to such shares unless and to the extent that such shares do not vest and are forfeited.

(2) Includes 37,500 shares of performance based restricted stock granted under the Company's 2007 Plan in October 2008 (the "October Plan"), which vest only upon the Company's achievement of certain revenue and operating income targets for each fiscal year over the next three fiscal years, commencing with the fiscal year ending March 31, 2011. The performance based restricted shares vest at a rate of 25% per performance period upon achievement of applicable revenue and operating income targets for such fiscal year, with each fiscal year being a performance period. For the fiscal year ended March 31, 2010, the vested shares are shown elsewhere in this Form 4. The grantee retains voting rights with respect to the shares unless and to the extent that such shares do not vest and are forfeited.

(3) The reporting person was granted 50,000 shares of performance based restricted stock granted under the Company's 2007 Plan pursuant to the October Plan, which vest only upon the Company's achievement of certain revenue and operating income targets for each fiscal year over four fiscal years, commencing with the fiscal year ended March 31, 2010. For the fiscal year ended March 31, 2010, based on the Company's revenue and operating profit results, the reporting person vested in 4,151 shares (of the eligible 12,500) for the fiscal year ended March 31, 2010. The grantee retains voting rights with respect to the shares unless and to the extent that such shares do not vest and are forfeited.

(4) Under the October Plan, the reporting person had 4151 performance based shares vest for the fiscal year ended March 31, 2010 but had 1,317 withheld by the Company as full payment for taxes on the vested performance based shares.

(5) The reporting person was granted 20,366 shares of performance based restricted stock on August 5, 2009 (the "August Plan") under the Company's 2007 Plan, of which, 25% of the shares granted would vest only upon the Company's achievement of certain revenue and operating income targets for the fiscal year ending March 31, 2010. To the extent that these shares vest upon achievement of such revenue and/or operating income targets for the fiscal year ended March 31, 2010, the remaining shares would vest at rate of 6.25% each three month period thereafter. Based on the Company's revenue and operating profit for FY2010, the reporting person had 2,037 shares immediately vest with 6,109 shares to vest at a rate of 6.25% each 3 month period thereafter, commencing on April 1, 2010. The grantee retains voting rights with respect to such shares unless and to the extent that such shares do not vest and are forfeited.

(6) Under the August Plan, the reporting person had 2,037 performance based shares vest as of May 17, 2010 (for FY10), but had 646 shares withheld by the Company as full payment for taxes on the vested performance based shares.

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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