

VIRTUSA CORP  
Form 4  
June 03, 2011

**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

(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)  
06/01/2011

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 05/31/2011                           |  | J                              |   | 51,844 (1)  | A  | (1)  |
|                                 |                                      |  |                                |   |   |  | 1,468,648 (2)                              |
| Common Stock                    | 06/01/2011                           |  | F(3)                           |   | 162 (3)   | D  | \$ 18.86 (3)                               |
|                                 |                                      |  |                                |   |   |  | 1,468,486 (2)                              |
| Common Stock                    | 06/01/2011                           |  | F(4)                           |   | 11,907 (4)  | D  | \$ 18.86 (4)                               |
|                                 |                                      |  |                                |   |   |  | 1,456,579 (2)                              |
| Common Stock                    | 06/02/2011                           |  | S(5)                           |   | 8,000 (5)   | D  | \$ 18.6521 (6)                             |
|                                 |                                      |  |                                |   |   |  | 1,448,579 (2)                              |
|                                 | 06/03/2011                           |  | S(5)                           |   |   | D  |  |

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|              |            |  |                      |   |                   |                  |   |   |
|--------------|------------|--|----------------------|---|-------------------|------------------|---|---|
| common stock |            |  | 4,000<br>(5)         |   | \$ 18.3061<br>(7) | 1,444,579<br>(2) |   |   |
| Common Stock | 06/02/2011 |  | S(8)<br>4,000<br>(8) | D | \$ 18.6521<br>(6) | 433,389          | I | Held by Spouse                              |
| common stock | 06/03/2011 |  | S(8)<br>2,000<br>(8) | D | \$ 18.3061<br>(7) | 431,389          | I | Held by Spouse                              |
| Common Stock |            |  |                      |   |                   | 60,982           | I | Held by Kris Canekeratne Irreovocable 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.

**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 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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
|                                | X             | X         |         |       |

Canekeratne Kris A  
 C/O VIRTUSA CORPORATION  
 2000 WEST PARK DRIVE  
 WESTBOROUGH, MA 01581

Chairman  
 & CEO

## Signatures

/s/ Paul D. Tutun, Attorney  
 in Fact

06/03/2011

        \*\*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) These shares were distributed to the reporting person as a limited partner of Sigma Investors V, L.P. without the receipt of consideration (under the terms of the applicable limited partnership agreements with Sigma Investors V, L.P.).
- Includes 25,000 shares of performance based restricted stock granted under the Company's 2007 Plan on November 3, 2008, which vest only upon the Company's achievement of certain revenue and operating income targets for each fiscal year over the next two fiscal years, commencing with the fiscal year ending March 31, 2012. 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. Also includes 12,500 shares of restricted stock that were accelerated and vested based on revenue achievement of the Company for the fiscal year ending March 31, 2011 with respect to the time based shares of restricted stock granted to the reporting person on May 17, 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.
- (2) The reporting person was granted 20,366 shares of performance based restricted stock granted on August 4, 2009 under the Company's 2007 Stock Option and Incentive 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 operating income targets for the fiscal year ending March 31, 2010, the remaining shares would vest at rate of 6.25% each three month period thereafter (commencing on April 1, 2009). On 6/1/2011, based on the remaining shares subject to time based vesting, 509 shares vested and the Company withheld 162 shares to satisfy the reporting person's tax liability thereon. The grantee retains voting rights with respect to his restricted shares unless and to the extent that such shares do not vest and are forfeited.
- (3) On May 17, 2010, the reporting person was granted 100,000 shares of restricted stock which vest at a rate of 25% each year, with the first vesting date on June 1, 2012, under the Company's 2007 Stock Option and Incentive Plan. If the Company achieves a certain revenue target for its fiscal year ending March 31, 2011 ("FY11"), 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. Based on the Company's FY11 revenue results, 12,500 shares were accelerated and vested. The Company withheld the number of shares equal to the tax liability on the time based, and accelerated, vested shares. The grantee retains voting rights with respect to restricted shares unless and to the extent that such shares do not vest and are forfeited.
- (4) These shares were sold pursuant to a 10b5-1 Sales Plan Agreement dated as of March 1, 2011 entered into by and between Kris Canekeratne and an investment bank.
- (5) This transaction was executed in multiple trades at prices ranging from \$18.50 to \$18.84 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.
- (6) This transaction was executed in multiple trades at prices ranging from \$18.25 to \$18.58 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.
- (7) These shares were sold pursuant to a 10b5-1 Sales Plan Agreement dated as of March 1, 2011 entered into by and between Tushara Canekeratne and an investment bank.
- (8)

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.