

VIRTUSA CORP
Form 4
December 16, 2014

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 *
TRUST MARTIN

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2014

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

C/O VIRTUSA CORPORATION, 2000 WEST PARK DRIVE

(Street)

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

WESTBOROUGH, MA 01581

(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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	12/12/2014		G ⁽¹⁾		28,969	A	Ⓐ	355,653	D	
common stock	12/12/2014		G ⁽¹⁾		28,969	D	Ⓐ	96,031	I	Martin Trust 2013 GRAT I ⁽²⁾
common stock	12/12/2014		G ⁽³⁾		50	A	Ⓒ	355,703	D	
common stock	12/12/2014		G ⁽³⁾		50	D	Ⓒ	95,981	I	Martin Trust 2013 GRAT I ⁽²⁾

common stock	12/12/2014	G ⁽⁴⁾	28,969	D	(4)	96,031	I	Martin Trust 2013 GRAT for Grandchildren (2)
common stock	12/12/2014	G ⁽⁴⁾	28,969	A	(4)	384,672	D	
common stock	12/12/2014	G ⁽⁵⁾	50	D	(5)	95,981	I	Martin Trust 2013 GRAT for Grandchildren (2)
common stock	12/12/2014	G ⁽⁵⁾	50	A	(5)	384,722	D	

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 Following Reported 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
TRUST MARTIN C/O VIRTUSA CORPORATION 2000 WEST PARK DRIVE WESTBOROUGH, MA 01581	X			

Signatures

Paul D. Tutun, Attorney
In Fact

12/16/2014

__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).
- (1) The Martin Trust 2013 GRAT I distributed pursuant to the terms of the GRAT 28969 shares of Virtusa common stock to the reporting person without the receipt of consideration.
The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the
- (2) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.
- (3) The reporting person substituted and contributed cash to the Martin Trust 2013 GRAT 1 in exchange for 50 shares held by the GRAT (which amount was based on the average trading price of the stock on 12/12/2014), as permitted under the terms of the GRAT.
- (4) The Martin Trust 2013 GRAT for Grandchildren distributed pursuant to the terms of the GRAT 28969 shares of Virtusa common stock to the reporting person without the receipt of consideration.
The reporting person substituted and contributed cash to the Martin Trust 2013 GRAT for Grandchildren in exchange for 50 shares held
- (5) by the GRAT (which amount was based on the average trading price of the stock on 12/12/2014), as permitted under the terms of the GRAT.

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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