

VIRTUSA CORP  
Form 4  
November 10, 2015

**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)  
**11/09/2015**

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) |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |   |
| common stock                    | 11/09/2015                           |  | G <sup>(1)</sup>               | 26,851  | D   | (1)  | 51,875  | I | Martin Trust 2013 GRAT I <sup>(2)</sup>                 |
| common stock                    | 11/09/2015                           |  | G <sup>(3)</sup>               | 26,851  | D   | (3)  | 51,875  | I | Martin Trust 2013 GRAT for Grandchildren <sup>(2)</sup> |
| common stock                    | 11/09/2015                           |  | G <sup>(1)</sup>               | 26,851  | A   | (1)  | 444,415   | D |   |



## 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 substituted and contributed cash to the Martin Trust 2013 GRAT I in exchange for 26,851 shares held by the GRAT (which amount was based on the average trading price of the stock on 11/09/2015), as permitted under the terms of the GRAT.  
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.  
The reporting person substituted and contributed cash to the Martin Trust 2013 GRAT for Grandchildren in exchange for 26,851 shares  
(3) held by the GRAT (which amount was based on the average trading price of the stock on 11/09/2015), as permitted under the terms of the GRAT.  
The reporting person gifted without the receipt of consideration an aggregate of 470,433 shares held individually by the reporting person to the 1997 Martin Trust Master Trust, and the reporting person disclaims beneficial ownership of such shares except to the extent of his  
(4) pecuniary interest therein, and the 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.

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.