

VIRTUSA CORP  
Form 4  
June 05, 2013

**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 \*  
Dhir Samir

(Last) (First) (Middle)

C/O VIRTUSA CORPORATION

(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)  
06/03/2013

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)  
EVP, CDO and Head of India Ops

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 Ownership (Instr. 4)
				(A) or (D)	Price		
common stock	06/03/2013		A <sup>(1)</sup>	4,000	\$ 23.99	38,303	D
common stock	06/03/2013		F <sup>(2)</sup>	1,224	\$ 23.99	37,079	D
common stock	06/03/2013		F <sup>(3)</sup>	1,529	\$ 23.99	35,550	D
common stock	06/03/2013		F <sup>(4)</sup>	1,340	\$ 23.99	34,210	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 Owned Beneficially (Instr. 3, 4, and 5)
				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
		EVP, CDO and Head of India Ops	

Dhir Samir  
C/O VIRTUSA CORPORATION  
WESTBOROUGH, MA 01581

## Signatures

Paul D. Tutun, Attorney  
in Fact

06/05/2013

\*\*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 reporting person was granted 4,000 shares of performance based restricted stock under the Company's 2007 Sstock Option and Incentive Plan ("2007 Plan") on August 2, 2012, which vest only upon the Company's achievement of certain revenue targets for the fiscal year ending March 31, 2013 ("FY13"). Based based on the Company's operating results for FY13, the Company awarded the reporting person 4,000 shares. The issuance price of the shares was determined based on the Company's equity award policy.

(2) The reporting person was granted 4,000 shares of performance based restricted stock under the Company's 2007 Sstock Option and Incentive Plan ("2007 Plan") on August 2, 2012, which vest only upon the Company's achievement of certain revenue targets for the fiscal year ending March 31, 2013 ("FY13"). Based based on the Company's operating results for FY13, the Company awarded the reporting person 4,000 shares and the Company, under the Plan, withheld the number of shares listed above to pay applicable taxes in connection with the award.

(3)

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On August 2, 2012, the reporting person was granted 20,000 shares of restricted stock which vest at a rate of 25% each year over 4 years, with the first vesting date on June 1, 2013 with vesting to occur each anniversary date thereafter, under the Company's 2007 Plan. On 6/1/13, 25% of the shares vested and the Company, under terms of the Plan, withheld the number of shares listed above to pay applicable taxes thereon.

- (4) The reporting person was granted 17,516 shares of time based restricted stock on May 16, 2011 under the Company's 2007 Plan, of which, 25% of the shares granted would vest on June 1, 2012, and 25% on each of June 1, 2013, 2014 and 2015. On 6/1/13, 25% vested and, under the 2007 Plan, the Company withheld 1340 shares to satisfy the grantee's tax obligations on the vested shares.

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.