

VIRTUSA CORP
Form 4
June 13, 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 *
Armony Izhar

(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)
06/11/2013

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)

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)
				Code	V Amount (D) Price			
common stock	06/11/2013		M		10,000 A \$ 6.886	10,000	D	
common stock	06/11/2013		S		10,000 D \$ 23.6419 (1)	0	D	
common stock	06/12/2013		M		5,974 A \$ 6.886	5,974	D	
common stock	06/12/2013		S		5,974 D \$ 22.981 (2)	0	D	
	06/12/2013		M		7,307 A \$ 4.74	7,307	D	

common
stock

common stock	06/12/2013	S	7,307	D	\$ 22.981 (2)	0	D
common stock	06/12/2013	M	6,719	A	\$ 14	6,719	D
common stock	06/12/2013	S	6,719	D	\$ 22.981 (2)	0	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)	Amount or Number of Shares
Non-qualified Stock Option	\$ 6.886	06/11/2013		M	10,000	(3) 09/03/2014	common stock	10,000
Non-qualified Stock Option	\$ 6.886	06/12/2013		M	5,974	(3) 09/03/2014	common stock	5,974
Non-qualified stock option	\$ 4.74	06/12/2013		M	7,307	(4) 10/14/2018	common stock	7,307
non-qualified stock option	\$ 14	06/12/2013		M	6,719	(5) 08/02/2017	common stock	6,719

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armony Izhar C/O VIRTUSA CORPORATION 2000 WEST PARK DRIVE	X			

WESTBOROUGH, MA 01581

Signatures

/s/ Paul D. Tutun, Attorney

in Fact

06/13/2013

__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 exercises of the options and sales of underlying stock were executed in multiple trades at prices ranging from \$23.52 to \$23.73 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.

(2) The exercises of the options and sales of underlying stock were executed in multiple trades at prices ranging from \$22.89 to \$23.18 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.

(3) The reporting person was granted an option to purchase these shares in 09/03/2004 under the Company's stock option plan. All options have vested.

(4) The reporting person was granted an option to purchase these shares on 10/14/2008 under the Company's 2007 Stock Option and Incentive Plan. All options have vested.

(5) The reporting person was granted an option to purchase these shares on 08/02/2007 under the Company's 2007 Stock Option and Incentive Plan. All options have vested.

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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