Rajgopal Raj Form 4 November 14, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

(Last)

C/O VIRTUSA

PARK DRIVE

(Print or Type Responses)

1. Name and Address of Reporting Person * Rajgopal Raj

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

VIRTUSA CORP [VRTU] 3. Date of Earliest Transaction

(Month/Day/Year) 11/10/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director X_ Officer (give title

10% Owner Other (specify

President, DBS

(Street)

CORPORATION, 2000 WEST

WESTBOROUGH, MA 01581

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

(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) tionor Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
common	11/10/2017		M(1)	1,360	A	\$ 10.02	108,576	D	
common stock	11/10/2017		S <u>(1)</u>	1,360	D	\$ 44.9499 (2)	107,216	D	
common stock	11/10/2017		M(1)	2,665	A	\$ 9.82	109,881	D	
common stock	11/10/2017		S <u>(1)</u>	2,665	D	\$ 44.9805 (3)	107,216	D	

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common stock $S_{\underline{(1)}}$ 10,000 D 45.0377 97,216 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number cionof 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
nonqualified stock option	\$ 10.02	11/10/2017		M		1,360 (1)	(5)	05/23/2018	common stock	1,360
nonqualified stock option	\$ 9.82	11/10/2017		M		2,665 (1)	<u>(6)</u>	08/04/2019	common stock	2,665

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Oxynor	Officer	Other			

Rajgopal Raj C/O VIRTUSA CORPORATION 2000 WEST PARK DRIVE WESTBOROUGH, MA 01581

President, DBS

Signatures

Paul D. Tutun, Attorney in Fact 11/14/2017

**Signature of Reporting Person Date

Reporting Owners 2

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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 sold pursuant to a 10b5-1 Plan Agreement dated as of May 24, 2017 entered into by and between Mr. Rajgopal and an investment bank
- This transaction was executed in multiple trades at prices ranging from \$44.37 to \$45.92 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.
- This transaction was executed in multiple trades at prices ranging from \$44.37 to \$45.76 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.
- This transaction was executed in multiple trades at prices ranging from \$44.35 to \$49.90 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.
- (5) The reporting person was granted an option to purchase these shares on 05/23/2008. All shares are now vested.
- (6) The reporting person was granted an option to purchase these shares on 08/04/2009. All shares are now vested.

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.