VIRTUSA CORP Form 4 June 08, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **Dhir Samir**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

EVP, CDO and Head of India Ops

VIRTUSA CORP [VRTU]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 06/07/2016

Director 10% Owner X_ Officer (give title Other (specify

below) below)

C/O VIRTUSA CORPORATION

(Street)

(State)

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

A

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

WESTBOROUGH, MA 01581

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially (D) or Indirect (I) Owned Following (Instr. 4) Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A)

(Instr. 3 and 4) Price

Code V Amount (D)

Common 06/07/2016 Stock

24,160 A <u>(1)</u> 71,140 (1)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | Amount Underly Securiti | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------------------------------|---|---|---|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title N | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|-------------|-------|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | |
| Dhir Samir | | | EVP, CDO | | | | |
| C/O VIRTUSA CORPORATION | | | and Head of | | | | |
| WESTBOROUGH, MA 01581 | | | India Ops | | | | |

Signatures

Paul D. Tutun, Attorney 06/08/2016 in Fact

**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).

The reporting person was granted performance-based restricted stock units under the Company's 2015 Stock Option and Incentive Plan on 11/9/2015, which awards vest only upon the Company's achievement of certain revenue targets for the fiscal year ended March 31, 2016

(1) ("FY16"). Based on the Company's revenue of \$600.3 million for FY16, on 6/7/2016, our board approved that the reporting person earned the above number of shares, of which 33% vest on 9/1/2016 and 67% vest on 3/1/2018, based on continued service of the reporting person.

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.

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