

VIRTUSA CORP  
Form 8-K  
September 07, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 6, 2018**

**VIRTUSA CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other  
Jurisdiction of Incorporation)

**001-33625**  
(Commission  
File Number)

**04-3512883**  
(IRS Employer  
Identification No.)

**132 Turnpike Rd**  
**Southborough, Massachusetts**  
(Address of Principal Executive Offices)

**01772**  
(Zip Code)

Registrant's telephone number, including area code: **(508) 389-7300**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07. Submission of Matters to a Vote of Security Holders**

Virtusa Corporation's (the Company) annual meeting of shareholders was held on Thursday, September 6, 2018 in Southborough Massachusetts. The matters voted on and the results of the vote were as follows:

1. (a) The Company's shareholders elected the following class II directors to each serve for a three-year term or until a successor is elected or qualified or until his earlier resignation or removal.

<b>DIRECTOR NOMINEE</b>	<b>FOR</b>	<b>WITHHELD</b>	<b>NON VOTES</b>
Izhar Armony	20,988,115	8,414,021	1,275,595
Rowland T. Moriarty	28,293,904	1,108,232	1,275,595
Deborah C. Hopkins	29,125,326	276,810	1,275,595

(b) The holders of the Series A Convertible Preferred Stock elected the following Series A director to serve until a successor is elected or qualified or until such Series A director's right to hold the office terminates.

<b>SERIES A NOMINEE</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Vikram S. Pandit	108,000*		

\*Represents all of the Series A Convertible Preferred Stock held by the holder of the Series A Convertible Preferred Stock.

2. Our shareholders ratified the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2019.

Number of Votes

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
30,023,158	421,733	232,840

3. To approve, on an advisory basis, the compensation of our named executive officers.

Number of Votes

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<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>NON VOTES</b>
26,819,587	2,289,537	293,012	1,275,595

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Virtusa Corporation

Date: September 7, 2018

By:

/s/ Ranjan Kalia  
Ranjan Kalia  
Chief Financial Officer  
(Principal Financial and Accounting Officer)