VIRTUSA CORP Form 4 May 19, 2014

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

OMB APPROVAL OMB

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kalia Ranjan			2. Issuer Name and Ticker or Trading Symbol VIRTUSA CORP [VRTU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O 2000 WEST PARK DRIVE		RIVE	(Month/Day/Year) 05/15/2014	Director 10% Owner Officer (give title Other (specifical below)		
				EVP & Chief Financial Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
WESTBOROUGH, MA 01581				Form filed by More than One Reporting Person		

(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)	Fransactionor Disposed of (D) Code (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	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
common stock	05/15/2014		M <u>(1)</u>	2,500	A	\$ 9.82	103,076	D	
common stock	05/15/2014		S	2,500	D	\$ 33.9608	100,576	D	
common stock	05/16/2014		M <u>(1)</u>	2,500	A	\$ 9.82	103,076	D	
common stock	05/16/2014		S	2,500	D	\$ 34.602	100,576	D	
common stock	05/19/2014		M <u>(1)</u>	7,000	A	\$ 9.82	107,576	D	

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\$ 35.202 100,576 common 05/19/2014 S 7,000 D D stock

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

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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 out 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	\$ 9.82	05/15/2014		M	2,500	<u>(1)</u>	08/04/2019	common stock	2,500
non-qualified stock option	\$ 9.82	05/16/2014		M	2,500	<u>(1)</u>	08/04/2019	common stock	2,500
non-qualified stock option	\$ 9.82	05/19/2014		M	7,000	<u>(1)</u>	08/04/2019	common stock	7,000

Reporting Owners

Relationships Reporting Owner Name / Address

Other Director 10% Owner Officer

Kalia Ranjan

C/O 2000 WEST PARK DRIVE WESTBOROUGH, MA 01581

EVP & Chief Financial Officer

Signatures

Paul D. Tutun, Attorney 05/19/2014 in Fact

**Signature of Reporting Person Date

2 Reporting Owners

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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) The reporting person was granted an option to purchase 53,444 shares on 08/04/2009. 6.25% of these shares will vest each three month anniversary of April 1, 2009 in 16 equal installments. The entire award vested on 04/01/2013 and will expire on 08/04/2019.
- The exercise and sale of shares were executed in multiple trades at prices ranging from \$35.20 to \$35.235 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.

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.