

VIRTUSA CORP  
Form 4  
March 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**TRUST MARTIN**

(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)  
**03/16/2015**

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
common stock	03/16/2015		G <sup>(1)</sup>	17,255	D	①	78,726	I	Martin Trust 2013 GRAT I <u>(2)</u>
common stock	03/16/2015		G <sup>(3)</sup>	17,255	D	③	78,726	I	Martin Trust 2013 GRAT for Grandchildren <u>(2)</u>
common stock	03/16/2015		G <sup>(1)</sup>	17,255	A	①	401,977	D	

Edgar Filing: VIRTUSA CORP - Form 4

Common Stock 03/16/2015 G<sup>(3)</sup> 17,255 A <sup>(3)</sup> 419,232 D

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

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

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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUST MARTIN C/O VIRTUSA CORPORATION 2000 WEST PARK DRIVE WESTBOROUGH, MA 01581		X		

## Signatures

Paul D. Tutun, Attorney  
In Fact 03/18/2015  
 \_\_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 reporting person substituted and contributed cash to the Martin Trust 2013 GRAT I in exchange for 17,255 shares held by the GRAT (which amount was based on the average trading price of the stock on 03/16/2015), as permitted under the terms of the GRAT.
- (2) The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes

## Edgar Filing: VIRTUSA CORP - Form 4

of Section 16 or any other purpose.

The reporting person substituted and contributed cash to the Martin Trust 2013 GRAT for Grandchildren in exchange for 17255 shares  
(3) held by the GRAT (which amount was based on the average trading price of the stock on 03/16/2015), as permitted under the terms of the GRAT.

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.