

Canekeratne Kris A  
 Form 4  
 May 25, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Canekeratne Kris A

2. Issuer Name and Ticker or Trading Symbol  
 VIRTUSA CORP [VRTU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

(Last) (First) (Middle)  
 C/O VIRTUSA CORPORATION, 132 TURNPIKE ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/23/2018

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SOUTHBOROUGH, MA 01772

(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) 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)			
Common Stock	05/23/2018		A	V	254,310 (1)	A	Ⓟ	768,213	D	
Common Stock								195,261	I	Held by Spouse
Common Stock								41,110	I	Held by Kris Canekeratne Irrevocable Trust
Common Stock								41,110	I	Held by Irrevocable

Common Stock			14,692	I	Trust of spouse Held by Kavan A. Canekeratne IDI Trust
Common stock			14,692	I	Held by Shane A. Canekeratne IDI Trust

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

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(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. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canekeratne Kris A C/O VIRTUSA CORPORATION 132 TURNPIKE ROAD SOUTHBOROUGH, MA 01772	X		Chairman & CEO	

## Signatures

/s/ Paul D. Tutun, Attorney  
in Fact 05/25/2018

\_\_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) On 8/10/2017, the reporting person was granted a performance-based restricted stock unit award under the Company's 2015 Stock Option and Incentive Plan, which awards vest only upon the Company's achievement of two weighted performance metrics: revenue (50%) and non-GAAP operating income targets (50%) for fiscal year ending 3/31/18 ("FY18"). On 5/23/18, our board approved that the reporting person earned the above number of shares based on the Company's achievement of i) revenue of \$1,020.67 million and ii) Non-GAAP operating income of \$87.08 million for FY18. Of the shares that were earned, 33% will vest on 9/1/2018 and 67% will vest on 3/1/2020, 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.