

Narayanan Sundararajan
 Form 4
 June 04, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Narayanan Sundararajan

(Last) (First) (Middle)

C/O VIRTUSA CORPORATION, 132 TURNPIKE ROAD

(Street)

SOUTHBOROUGH, MA 01772

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2018

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)
 EVP, CPO and Global Head of HR

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 Ownership (Instr. 4)
				(A) or (D)	Price		
common stock	06/01/2018		F(1)	235 (1) D	\$ 50.29	82,356	D
common stock	06/01/2018		F(2)	387 (2) D	\$ 50.29	81,969	D
common stock	06/01/2018		F(3)	883 (3) D	\$ 50.29	81,086	D

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

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SEC 1474 (9-02)

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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. 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 Owned Beneficially (Instr. 6)
				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
Narayanan Sundararajan C/O VIRTUSA CORPORATION 132 TURNPIKE ROAD SOUTHBOROUGH, MA 01772			EVP, CPO and Global Head of HR	

Signatures

/s/ Paul D. Tutun, Attorney
in Fact 06/04/2018

**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 August 8, 2014, the reporting person was granted 3,181 shares of restricted stock which vest at a rate of 25% each year over 4 years, with the first vesting date on June 1, 2015 with vesting to occur each anniversary date thereafter, under the Company's 2007 Stock Option and Incentive Plan ("2007 Plan"). On 6/1/18, 25% vested and on 6/1/18, the company withheld the number of shares equal to the tax liability thereon.
 - (2) On 07/31/2015, the reporting person was granted 5,256 shares of restricted stock awards under the Company's 2007 Stock Option and Incentive Plan ("2007 Plan") with 25% of the shares vesting on 06/01/2016 and 25% vesting each one year anniversary thereafter. On 6/1/2018, 25% of the shares vested, and on 6/1/18 the company withheld the number of shares equal to the tax liability thereon.
 - (3) On August 10, 2017, the reporting person was granted 8,994 shares of restricted stock which vest at a rate of 25% each year over 4 years, with the first vesting date on June 1, 2018 with vesting to occur each anniversary date thereafter, under the Company's 2015 Stock Option and Incentive Plan ("2015 Plan"). On 6/1/18, 25% vested and on 6/1/18, the company withheld the number of shares equal to the tax liability thereon.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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