

Canekeratne Kris A
 Form 4
 March 12, 2019

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 *
 Canekeratne Kris A

(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)
 03/11/2019

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)
 Chairman & CEO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/11/2019		M ⁽¹⁾	38,175 A \$ 9.82	683,292	D	
Common Stock	03/11/2019		S	38,175 D \$ 51.0709 ⁽²⁾	645,117	D	
Common Stock	03/11/2019		S ⁽³⁾	24,000 ⁽³⁾ D \$ 51.3885 ⁽⁴⁾	621,117	D	
Common Stock					156,261	I	Held by Spouse

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Common Stock			41,110	I	Held by Kris Canekeratne Irrevocable Trust
Common Stock			41,110	I	Held by Irrevocable Trust of spouse
Common Stock			14,692	I	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. Amount or Number of Shares
NQ Stock Option (right to buy)	\$ 9.82	03/11/2019		M	38,175	<u>(1)</u> 08/04/2019	common stock	38,175

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

03/12/2019

__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 was granted an option exercisable for 38,175 shares on 08/04/2009. All shares have vested.

This transaction was executed in multiple trades at prices ranging from \$50.89 to \$51.50 per share. The price reported above reflects the

(2) 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.

(3) These shares were sold pursuant to a 10b5-1 Sales Plan Agreement dated as of March 15,2018 entered into by and between Kris Canekeratne and an investment bank.

This transaction was executed in multiple trades at prices ranging from \$51.25 to \$51.60 per share. The price reported above reflects the

(4) 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.

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