

Kalia Ranjan  
Form 4  
September 06, 2017

**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 \*  
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)  
C/O 2000 WEST PARK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
09/01/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & Chief Financial Officer

(Street)  
WESTBOROUGH, MA 01581

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
common stock	09/01/2017		F(1)	325 (1) D	\$ 36.14	118,625	D
common stock	09/01/2017		F(2)	1,874 (2) D	\$ 36.14	116,751	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)

Edgar Filing: Kalia Ranjan - Form 4

**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 Following Reporting Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Kalia Ranjan  
C/O 2000 WEST PARK DRIVE  
WESTBOROUGH, MA 01581

EVP & Chief Financial Officer

## Signatures

/s/ Paul D. Tutun, Attorney  
in Fact

09/06/2017

\_\_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 16,000 shares of restricted stock units on 11/14/2016 under the 2015 Stock Option and Incentive Plan. 6.25% of these shares will vest each quarter in 16 equal installments beginning on 12/1/16 and each 3 month anniversary thereafter with the final vesting date on 9/1/2020. On 9/1/17, the company withheld the number of shares listed above equal to the reporting person's tax liability thereon.

(2) On 11/14/16, the reporting person was granted performance-based restricted stock units based on revised financial guidance for fiscal year ending 3/31/2017 ("FY17") under the Company's 2015 Stock Option and Incentive Plan, which awards vest only upon the Company's achievement of two critical performance metrics based on a nine month performance period beginning 7/1/2016 and ending 3/31/2017: revenue (70%) and Non-GAAP operating income (30%). Based on the Company's achievement of revenue of \$653.2 million and Non-GAAP operating income of \$48 million (for the nine-month period ending 3/31/17), 46.2% of the target shares were earned, of which 50% vest on 9/1/2017 and 50% vest on 3/1/2019, based on continued service of the reporting person. On 9/1/17 the company withheld the number of shares listed above equal to the reporting person's 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. 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.