

TRUST MARTIN  
Form 4  
September 08, 2017

**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 \*  
TRUST MARTIN

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)

3. Date of Earliest Transaction (Month/Day/Year)  
09/07/2017

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

C/O VIRTUSA CORPORATION, 2000 WEST PARK DRIVE

(Street)

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

WESTBOROUGH, MA 01581

(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)
				Code	V	Amount			
Common Stock	09/07/2017		M <sup>(1)</sup>			9,397		D	
Common Stock	09/07/2017		M <sup>(2)</sup>			15,583		D	
Common Stock	09/07/2017		M <sup>(3)</sup>			21,306		D	
Common Stock	09/07/2017		M <sup>(4)</sup>			26,824		D	
Common Stock	09/07/2017		M <sup>(5)</sup>			29,489		D	

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Common Stock    09/07/2017    S    12,255    D    \$ 35.3106    17,234    D

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

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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)	Amount or Number of Shares
Non-qualified Stock Option (right to buy)	\$ 9.2	09/07/2017		M	9,397	<u>(1)</u> 11/20/2019	Common Stock	9,397
Non-qualified Stock Option (right to buy)	\$ 13.42	09/07/2017		M	6,186	<u>(2)</u> 11/19/2020	Common Stock	6,186
Non-qualified Stock Option (right to buy)	\$ 14.63	09/07/2017		M	5,723	<u>(3)</u> 11/16/2021	Common Stock	5,723
Non-qualified Stock Option (right to buy)	\$ 15.22	09/07/2017		M	5,518	<u>(4)</u> 11/14/2022	Common Stock	5,518
Non-qualified Stock Option (right to buy)	\$ 34.27	09/07/2017		M	2,665	<u>(5)</u> 11/20/2023	Common Stock	2,665

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUST MARTIN C/O VIRTUSA CORPORATION	X			

2000 WEST PARK DRIVE  
WESTBOROUGH, MA 01581

## Signatures

Paul D. Tutun, Attorney  
In Fact

09/08/2017

\_\_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 a non-qualified stock option exercisable for 9,397 shares on 11/20/2009. All shares are currently vested.
- (2) The reporting person was granted a non-qualified stock option exercisable for 6,186 shares on 11/19/2010. All shares are currently vested.
- (3) The reporting person was granted a non-qualified stock option exercisable for 5,723 shares on 11/16/2011. All shares are currently vested.
- (4) The reporting person was granted a non-qualified stock option exercisable for 5,518 shares on 11/14/2012. All shares are currently vested.
- (5) The reporting person was granted a non-qualified stock option exercisable for 2,665 shares on 11/20/2013. All shares are currently vested.

This transaction was executed in multiple trades at prices ranging from \$35.11 to \$35.46 per share. The price reported above reflects the  
(6) 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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