

VIRTUSA CORP  
Form 4  
November 10, 2015

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TRUST MARTIN**

(Last) (First) (Middle)

**C/O VIRTUSA  
CORPORATION, 2000 WEST  
PARK DRIVE**

(Street)

**WESTBOROUGH, MA 01581**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**VIRTUSA CORP [VRTU]**

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

**11/09/2015**

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)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
common stock	11/09/2015		G <sup>(1)</sup>		26,851	D	<u>(1)</u>	51,875	I	Martin Trust 2013 GRAT I <sup>(2)</sup>
common stock	11/09/2015		G <sup>(3)</sup>		26,851	D	<u>(3)</u>	51,875	I	Martin Trust 2013 GRAT for Grandchildren <sup>(2)</sup>
common stock	11/09/2015		G <sup>(1)</sup>		26,851	A	<u>(1)</u>	444,415	D	

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Common Stock	11/09/2015	G <sup>(3)</sup>	26,851	A	<u>(3)</u>	471,266	D	
Common Stock	11/09/2015	G <sup>(4)</sup>	470,433	D	<u>(4)</u>	2,501	D	
Common Stock	11/09/2015	G <sup>(4)</sup>	470,433	A	<u>(4)</u>	470,433	I	1997 Martin Trust Master Trust <sup>(2)</sup>

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.**

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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 Following Reported Transaction (Instr. 5)
				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
TRUST MARTIN C/O VIRTUSA CORPORATION 2000 WEST PARK DRIVE WESTBOROUGH, MA 01581	X

## Signatures

Paul D. Tutun, Attorney  
In Fact 11/10/2015

          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 substituted and contributed cash to the Martin Trust 2013 GRAT I in exchange for 26,851 shares held by the GRAT (which amount was based on the average trading price of the stock on 11/09/2015), as permitted under the terms of the GRAT.

The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the  
(2) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.

The reporting person substituted and contributed cash to the Martin Trust 2013 GRAT for Grandchildren in exchange for 26,851 shares  
(3) held by the GRAT (which amount was based on the average trading price of the stock on 11/09/2015), as permitted under the terms of the GRAT.

The reporting person gifted without the receipt of consideration an aggregate of 470,433 shares held individually by the reporting person to the 1997 Martin Trust Master Trust, and the reporting person disclaims beneficial ownership of such shares except to the extent of his  
(4) pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.

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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