

☒ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Narayanan Sundararajan</u>  (Last) (First) (Middle) <u>C/O VIRTUSA CORPORATION</u> <u>132 TURNPIKE ROAD</u>  (Street) <u>SOUTHBOROUGH MA</u> <u>01772</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VIRTUSA CORP [ VRTU ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/11/2021</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CPO and Global Head of HR</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	02/11/2021		D <sup>(1)(2)</sup>		102,985 <sup>(3)</sup>	D	(1)(2)	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance-based restricted stock unit award	(1)(2)	02/11/2021		D			21,000	(1)(2)	(1)(2)	Common Stock	21,000	(1)(2)	0	D	
Performance-based restricted stock unit award	(1)(2)	02/11/2021		D			20,343	(1)(2)	(1)(2)	Common Stock	20,343	(1)(2)	0	D	
Performance-based restricted stock unit award	(1)(2)	02/11/2021		D			17,500	(1)(2)	(1)(2)	Common Stock	17,500	(1)(2)	0	D	

Explanation of Responses:

1. This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of September 9, 2020 (the "Merger Agreement"), by and among Austin HoldCo Inc., Austin BidCo Inc. ("Sub"), and the Issuer, pursuant to which Sub merged with and into the Issuer (the "Merger") effective as of February 11, 2021 (the "Effective Time"). At the Effective Time, each issued and outstanding share of common stock of the Issuer and 70% of the unvested restricted stock units and performance stock units (the "Units") held by the Reporting Person were cancelled and converted into the right to receive \$51.35 per share in cash without interest and net of any withholding of taxes thereon.
2. Pursuant to the terms of the Merger Agreement, at the Effective Time, 30% of the unvested Units were cancelled and replaced with the right to receive \$51.35 in cash per Unit, without interest and net of any withholding taxes thereon, which payment shall be made following the earliest of (a) the applicable vesting date, (b) the date that is 12 months following the Effective Time or (c) the date that is 60 days after the date the Reporting Person's employment is terminated by the Issuer without cause (as defined in the Merger Agreement) or by the Reporting Person for good reason (as defined in the Merger Agreement).
3. Includes 42,525 unvested Units.

Remarks:

/s/ Paul D. Tutun, Attorney in Fact 02/11/2021

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.