| 4 | | | | | | | | | | | | | | | | | | |
|---|---|---|---|--|---|--|--|---|---|--|---|--|--|--|---|--|---|---|
| ORM 4 | UNITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549 | | | | | | | | | | | | | | ION OMB APPROVAL | | | |
| X Section 16. Form 4 or Form 5 obligations may continue. See | | | | | d pursuant to Section 16(a) of the Securities Exchange Act of 1934 | | | | | | | | | ΗP | OMB 1 Estima | [| | 3235-0287 |
| 1. Name and Address of Reporting Person [*] Modder Roger Keith | | | | | 2. Issuer Name and Ticker or Trading Symbol VIRTUSA CORP [VRTU] | | | | | | | | | ck all applica | able) | g Perso | ., | |
| (Last) (First) (Middle) C/O VIRTUSA CORPORATION 132 TURNPIKE ROAD | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2021 | | | | | | | | | - X | below) | | below) | | specify |
| (Street) SOUTHBOROUGH MA 01772 (City) (State) (Zip) | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | Line) | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | | | | | | | ned | 3. Transaction Dispos | | | ities Acquired (A) or | | | r 5. Amount of and 5) Securities | | Form | | 7. Nature of Indirect |
| (Mc | | | | onth/Day/Year) | | if any (Month/Day/Year) | | | | Amount | | | Price | Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | (D) or Indirect (I) (Instr. 4) | | Beneficial Ownership (Instr. 4) |
| Common Stock 02/. | | | | /2021 | | | | | | 254,306 | <u> </u> | D | (1)(2) | | | | D | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | |
| 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date if any | | 4. Transa | ction | 5. Number ion of | | 6. Date Exerc Expiration Da | | sable and te of Securitie ear) Underlying Derivative S | | Amount s | 8. Price of Derivative Security (Instr. 5) | derivative Securities Beneficia Owned Following Reported | e 5 Ily J | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercis | able | Expiration Date | Title | | or lumber of | | | | | |
| (1)(2) | 02/11/2021 | | | D | | | 25,690 | (1)(2) | | (1)(2) | Common Stock 25, | | 25,690 | (1)(2) | 0 | 0 | | |
| (1)(2) | 02/11/2021 | | | D | | | 24,890 | (1)(2 |) | (1)(2) | Common Stock 24, | | 24,890 | (1)(2) | (1)(2) 0 | | D | |
| (1)(2) | 02/11/2021 | | | D | | | 28,000 | (1)(2 |) | (1)(2) | | | 28,000 | (1)(2) | 0 | | D | |
| | ORM 4 box if no longe. Form 4 or Fo may continue 1(b). Address of Re Coger Ke (Firs USA CORP PIKE ROA ROUGH M (Stat curity (Instr. : ock 2. Conversion or Exercise Price of Derivative Security (1)(2) (1)(2) | ORM 4 box if no longer subject to . Form 4 or Form 5 may continue. See 1(b). Address of Reporting Person* Roger Keith (First) (First) (First) (ROUGH MA (State) (ROUGH IMA (State) (State) (Carrent of person or Exercise Price of Derivative Security (1)(2) | ORM 4 UNITED box if no longer subject to . Form 4 or Form 5 may continue. See 1(b). STAC Address of Reporting Person* Roger Keith (Middle) (First) (Middle) JSA CORPORATION PIKE ROAD 01772 PROUGH MA 01772 (State) (Zip) Table I - No cock 2. Conversion or Exercise Price of Derivative Security (1)(2) (2)(11/2021) (1)(2) (1)(2) (1)(2) (1)(2) (1)(2) (1)(2) (1)(2) (1)(2) (1)(2) (1)(2) (1)(2) (1)(2) (1)(2) (1)(2) (1)(2) <td>ORM 4 UNITED STA box if no longer subject to Form 4 or Form 5 may continue. See 1(b). 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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 49,656 unvested Units.

Demerike

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.

 \ast 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.