

☒ 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>Ramji Al Noor</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 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 ⁽¹⁾		30,670 ⁽²⁾	D	(1)	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				
Non-Qualified Stock Option	\$34.27	02/11/2021		D			2,665	(3)	(3)	Common Stock	2,665	(3)	0	D	
Non-Qualified Stock Option	\$15.22	02/11/2021		D			5,518	(3)	(3)	Common Stock	5,518	(3)	0	D	
Non-Qualified Stock Option	\$14.63	02/11/2021		D			5,723	(3)	(3)	Common Stock	5,723	(3)	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 each unvested restricted stock unit held by the reporting person was cancelled and converted into the right to receive \$51.35 in cash without interest and net of any withholding of taxes thereon.
2. Includes 5,980 unvested restricted stock units.
3. Pursuant to the Merger Agreement, at the Effective Time, each Closing Company Stock Award (as defined in the Merger Agreement) that is unexpired, unexercised, and outstanding and vested as of immediately prior to the Effective Time was cancelled and extinguished and, in exchange therefor, each former holder of any such Closing Company Stock Award has right to receive an amount in cash equal to the product of (i) the aggregate number of shares of the Issuer's Common Stock subject to such Closing Company Stock Award immediately prior to the Effective Time and (ii) \$51.35 per share, less any per share exercise or purchase price of such Closing Company Stock Award, net of applicable withholding taxes and without interest.

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.