

VIRTUSA CORP  
Form S-8  
May 29, 2013

As filed with the Securities and Exchange Commission on May 29, 2013

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**VIRTUSA CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**04-3512883**

(I.R.S. Employer Identification No.)

**Virtusa Corporation**

**2000 West Park Drive**

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Westborough, MA 01581

(Address of Principal Executive Offices) (Zip Code)

**2007 Stock Option and Incentive Plan**

(Full Title of the Plan)

**Kris Canekeratne**

**Chief Executive Officer**

**Virtusa Corporation**

**2000 West Park Drive**

**Westborough, MA 01581**

(Name and Address of Agent for Service)

**(508) 389-7300**

Telephone Number, Including Area Code, of Agent For Service.

**Copies to:**

**John J. Egan III, Esq.**  
**Edward A. King, Esq.**  
Goodwin Procter LLP  
Exchange Place  
Boston, Massachusetts 02109  
(617) 570-1000

**Paul D. Tutun, Esq.**  
Senior Vice President and General Counsel  
Virtusa Corporation  
2000 West Park Drive  
Westborough, MA 01581  
(508) 389-7300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

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Title of Each Class of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Common Stock, par value \$.01 per share	1,449,160	\$ 24.78(2) \$	35,910,178.70(2) \$	4,898.15
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(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.

(2) An assumed price of \$24.78 per share, which on May 23, 2013 was the average of the high and low prices reported on the NASDAQ Global Market for the Registrant's common stock, is set forth solely for purposes of calculating the filing fee pursuant to Rule 457(c) and (h) and has been used only for those shares without a fixed exercise price.

**This Registration Statement registers additional securities of the same class as other securities under the Registrant's 2007 Stock Option and Incentive Plan for which a registration statement filed on Form S-8 (SEC File No. 333-145636) of the Registrant is effective. The number of shares of Common Stock reserved and available for issuance under the 2007 Stock Option and Incentive Plan is subject to an automatic annual increase on each April 1 by an amount equal to 2.9% of the number of shares of the Registrant's Common Stock outstanding on the immediately preceding March 31, unless a lower amount is determined for any such annual increase by the Registrant's Board of Directors. This Registration Statement registers an aggregate of 1,449,160 additional shares of Common Stock reserved and available for issuance under the 2007 Stock Option and Incentive Plan resulting from such April 1 automatic annual increases based on outstanding shares at March 31, 2012 and March 31, 2013. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-145636) is hereby incorporated by reference pursuant to General Instruction E.**

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2	Consent of KPMG LLP
24.1	Power of Attorney (included as part of the signature page of this Registration Statement)

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westborough, Commonwealth of Massachusetts, on May 29, 2013.

### VIRTUSA CORPORATION

By: */s/ Kris. A. Canekeratne*  
Kris A. Canekeratne  
Chairman and Chief Executive Officer

### POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Virtusa Corporation (the Company), hereby severally constitute and appoint Kris A. Canekeratne, Ranjan Kalia and Paul Tutun, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities on May 29, 2013:

<b>Signature</b>	<b>Title</b>
<i>/s/ Kris Canekeratne</i> Kris Canekeratne	Chairman and Chief Executive Officer (Principal Executive Officer)
<i>/s/ Ranjan Kalia</i> Ranjan Kalia	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
<i>/s/ Robert E. Davoli</i> Robert E. Davoli	Director
<i>/s/ Izhar Armony</i> Izhar Armony	Director
<i>/s/ Ronald T. Maheu</i> Ronald T. Maheu	Director
<i>/s/ Martin Trust</i> Martin Trust	Director
<i>/s/ Rowland Moriarty</i> Rowland Moriarty	Director
<i>/s/ William K. O'Brien</i> William K. O'Brien	Director

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/s/ AL-Noor Ramji  
AL-Noor Ramji

Director

**EXHIBIT INDEX**

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