

VIRTUSA CORP  
Form 10-Q/A  
May 23, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**Form 10-Q/A**

Amendment No. 1

**x Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended December 31, 2015**

**o Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

**For the transition period from                      to**

**Commission File Number 001-33625**

**VIRTUSA CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**7371**  
(Primary Standard Industrial  
Classification Code Number)

**04-3512883**  
(I.R.S. Employer  
Identification Number)

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**2000 West Park Drive**

**Westborough, Massachusetts 01581**

**(508) 389-7300**

(Address, Including Zip Code, and Telephone Number,

Including Area Code, of Registrant's Principal Executive Offices)

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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   
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's class of common stock, as of February 3, 2016:

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Class	Number of Shares
Common Stock, par value \$.01 per share	29,811,703

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**Virtusa Corporation and Subsidiaries**

**FORM 10-Q/A**

**Fiscal Period Ended December 31, 2015**

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**EXPLANATORY NOTE**

This Amendment No. 1 to the registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2015, which was originally filed with the Securities and Exchange Commission (the Commission) on February 8, 2016, is being filed solely for the purpose of revising portions of Exhibit 10.4 in order to disclose certain information for which confidential treatment had been requested, in response to comments made by the Commission to the registrant's request for confidential treatment with respect to Exhibit 10.4. The Exhibit 10.4 filed with this Amendment No. 1 supersedes the Exhibit 10.4 filed as an exhibit to the registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2015 filed with the Securities and Exchange Commission on February 8, 2016.

In addition, as required by Rule 12b-15 of the Securities Exchange Act of 1934, new certifications by our principal executive officer and principal financial officer are included herein as exhibits to this Amendment. This Amendment No. 1 to the registrant's Quarterly Report on Form 10-Q does not reflect events occurring after the original filing of the Form 10-Q or modify or update the disclosure contained therein in any way other than as required to reflect the amendments discussed above.

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**PART II. OTHER INFORMATION**

**Item 6. Exhibits.**

The following is a list of exhibits filed as part of this Quarterly Report on Form 10-Q:

<b>Exhibit No.</b>	<b>Description</b>
2.1+	Share Purchase Agreement dated as of November 5, 2015 by and among Virtusa Consulting & Services Private Limited, the stockholders listed in Schedules I and II therein and Polaris Consulting Services & Limited (previously filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K (File No. 001-33625) filed on November 5, 2015 and incorporated by reference herein).
10.1	Amendment No. 011 dated December 31, 2015 to Contract No. 8006340 by and between British Telecommunications Plc and Virtusa UK Limited (previously filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33625) filed on November 5, 2015, and incorporated herein by reference).
10.2	Amendment No. 012 dated October 31, 2015 to Contract No. 8006340 by and between British Telecommunications Plc and Virtusa UK Limited (previously filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33625) filed on November 5, 2015, and incorporated herein by reference).
10.3	Master Professional Services Agreement (CITI-CONTRACT-14084-2015) dated as of July 1, 2015 by and between Polaris Consulting & Services Ltd and Citigroup Technology, Inc.
10.4 *	Amendment #1 To Polaris Master Professional Services Agreement and Termination of Virtusa Master Professional Services Agreement by and among Polaris Consulting & Services Ltd, Citigroup Technology, Inc. and Virtusa Corporation dated as of November 5, 2015.
31.1*	Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of principal financial and accounting officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.
32.2**	Certification of principal financial and accounting officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.
101	The following financial statements from Virtusa Corporation's Quarterly Report on Form 10-Q for the quarter ended December 31, 2015 (previously filed as Exhibit 101 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-33625)), as filed with the SEC on February 8, 2016, formatted in XBRL (eXtensible Business Reporting Language), as follows:
	(i) Consolidated Balance Sheets at December 31, 2015 (Unaudited) and March 31, 2015
	(ii) Consolidated Statements of Income for the Three and Nine Months Ended December 31, 2015 and December 31, 2014 (Unaudited)
	(iii) Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended December 31, 2015 and December 31, 2014 (Unaudited)
	(iv) Consolidated Statements of Cash Flows for the Nine Months Ended December 31, 2015 and December 31, 2014 (Unaudited)
	(v) Notes to Condensed Consolidated Financial Statements (Unaudited)



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\* Filed herewith.

\*\* Furnished herewith. This certification shall not be deemed filed for any purpose, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act of 1934.

Portions of this Exhibit have been omitted pursuant to a request for confidential treatment and this Exhibit has been submitted separately to the Securities and Exchange Commission.

+ Schedules (or similar attachments) to the Share Purchase Agreement dated as of November 5, 2015 by and among Virtusa Consulting Services Private Limited, the stockholders listed in Schedules I and II therein and Polaris Consulting & Services Limited have been omitted from this filing pursuant to Item 601(b)(2) of Regulation S-K. The Company will furnish supplemental copies of such omitted schedules (or similar attachments) to the Securities and Exchange Commission upon request.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Virtusa Corporation

Date: May 23, 2016

By:

/s/ Kris Canekeratne

Kris Canekeratne,  
*Chairman and Chief Executive Officer*  
*(Principal Executive Officer)*

Date: May 23, 2016

By:

/s/ Ranjan Kalia

Ranjan Kalia,  
*Executive Vice President*  
*and Chief Financial Officer*  
*(Principal Financial and Accounting Officer)*

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