

CHARLES RIVER PARTNERSHIP XI LP

Form 3

August 02, 2007

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â CHARLES RIVER
PARTNERSHIP XI LP

(Last) (First) (Middle)

1000 WINTER STREET, SUITE
3300

(Street)

WALTHAM,Â MAÂ 02451

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
08/02/20073. Issuer Name **and** Ticker or Trading Symbol
VIRTUSA CORP [VRTU]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer ☒ Other
(give title below) (specify below)
See remarks5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

130,615 (1) (2)

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Redeemable Convertible Preferred Stock	08/02/2007	Â (3)	Common Stock (4)	38,676 (2) (5)	\$ (6)	D	Â
Series B Redeemable Convertible Preferred Stock	08/02/2007	Â (3)	Common Stock (4)	1,112,037 (2) (7)	\$ (8)	D	Â
Series C Redeemable Convertible Preferred Stock	08/02/2007	Â (3)	Common Stock (4)	1,137,214 (2) (9)	\$ (10)	D	Â
Series D Redeemable Convertible Preferred Stock	08/02/2007	Â (3)	Common Stock (4)	553,177 (2) (11)	\$ (12)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHARLES RIVER PARTNERSHIP XI LP 1000 WINTER STREET, SUITE 3300 WALTHAM,Â MAÂ 02451	Â	Â	Â	See remarks
Charles River Friends XI-A, LP 1000 WINTER STREET, SUITE 3300 WALTHAM,Â MAÂ 02451	Â	Â	Â	See remarks
Charles River Friends XI-B, LP 1000 WINTER STREET, SUITE 3300 WALTHAM,Â MAÂ 02451	Â	Â	Â	See remarks
Charles River XI GP, LLC 1000 WINTER STREET, SUITE 3300 WALTHAM,Â MAÂ 02451	Â	Â	Â	See remarks
Charles River XI GP, LP 1000 WINTER STREET, SUITE 3300 WALTHAM,Â MAÂ 02451	Â	Â	Â	See remarks

Signatures

/s/ Thomas R. Holler,
attorney-in-fact

08/02/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Includes 126,741 shares held by Charles River Partnership XI, LP, 3,201 shares held by Charles River Friends XI-A, LP and 673 shares held by Charles River Friends XI-B, LP.
- (2) Charles River XI GP, LLC, is the general partner of Charles River XI GP, LP, Charles River Friends XI-A, LP and Charles River Friends XI-B, LP. Charles River XI GP, LP, is the general partner of Charles River Partnership XI, LP.
- (3) These shares do not have an expiration date.
- (4) The number of underlying shares of Common Stock reported in Column 3 reflects a 1-for-3.13 stock split of the Issuer's Common Stock on 07/18/2007.
- (5) Includes 37,529 shares held by Charles River Partnership XI, LP, 948 shares held by Charles River Friends XI-A, LP and 199 shares held by Charles River Friends XI-B, LP.
- (6) Upon the Closing of the Issuer's initial public offering, each Share of Series A Redeemable Convertible Preferred Stock will automatically convert into 0.448 shares of Common Stock.
- (7) Includes 1,079,051 shares held by Charles River Partnership XI, LP, 27,254 shares held by Charles River Friends XI-A, LP and 5,732 shares held by Charles River Friends XI-B, LP.
- (8) Upon the Closing of the Issuer's initial public offering, each Share of Series B Redeemable Convertible Preferred Stock will automatically convert into 0.363 shares of Common Stock.
- (9) Includes 1,109,198 shares held by Charles River Partnership XI, LP, 28,016 shares held by Charles River Friends XI-A, LP and 5,892 shares held by Charles River Friends XI-B, LP.
- (10) Upon the Closing of the Issuer's initial public offering, each Share of Series C Redeemable Convertible Preferred Stock will automatically convert into 0.319 shares of Common Stock.
- (11) Includes 536,768 shares held by Charles River Partnership XI, LP, 13,558 shares held by Charles River Friends XI-A, LP and 2,851 shares held by Charles River Friends XI-B, LP.
- (12) Upon the Closing of the Issuer's initial public offering, each Share of Series D Redeemable Convertible Preferred Stock will automatically convert into 0.319 shares of Common Stock.

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Remarks:

The reporting persons are members of a 13(d) group owning more than 10% of the Issuer's Common

Exhibit 24 - Powers of Attorney

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

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