

VIRTUSA CORP

Form 3

August 02, 2007

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
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 *

SIGMA PARTNERS V LP

(Last) (First) (Middle)

1600 CAMINO REAL, SUITE
280

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/02/2007

3. Issuer Name and Ticker or Trading Symbol
VIRTUSA CORP [VRTU]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner

____ Officer ____X____ Other
(give title below) (specify below)

See remarks

6. Individual or Joint/Group
Filing(Check Applicable Line)____ Form filed by One Reporting
Person_X_ 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

278,389 ⁽¹⁾

D A

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)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Redeemable Convertible Preferred Stock	08/02/2007	Â (2)	Common Stock (3)	1,400,764 (4)	\$ (5)	D	Â
Series B Redeemable Convertible Preferred Stock	08/02/2007	Â (2)	Common Stock (3)	504,098 (6)	\$ (7)	D	Â
Series C Redeemable Convertible Preferred Stock	08/02/2007	Â (2)	Common Stock (3)	1,728,718 (8)	\$ (9)	D	Â
Series D Redeemable Convertible Preferred Stock	08/02/2007	Â (2)	Common Stock (3)	613,601 (10)	\$ (11)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIGMA PARTNERS V LP 1600 CAMINO REAL, SUITE 280 MENLO PARK,Â CAÂ 94025	Â	Â	Â	See remarks
Sigma Associates V, L.P. 1600 CAMINO REAL, SUITE 280 MENLO PARK,Â CAÂ 94025	Â	Â	Â	See remarks
Sigma Investors V, L.P. 1600 CAMINO REAL, SUITE 280 MENLO PARK,Â CAÂ 94025	Â	Â	Â	See remarks
Sigma Management V, L.L.C 1600 CAMINO REAL, SUITE 280 MENLO PARK,Â CAÂ 94025	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 235,561 shares held by Sigma Partners V, L.P., 28,994 shares held by Sigma Associates V, L.P. and 13,834 shares held by Sigma Investors V, L.P.
- (2) These shares do not have an expiration date.
- (3)

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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 7/18/2007.

- (4) Includes 960,037 shares held by Sigma Partners V, L.P., 384,596 shares held by Sigma Associates V, L.P. and 56,131 shares held by Sigma Investors V, L.P.
- (5) 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.
- (6) Includes 351,847 shares held by Sigma Partners V, L.P., 131,551 shares held by Sigma Associates V, L.P. and 20,700 shares held by Sigma Investors V, L.P.
- (7) 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.
- (8) Includes 1,465,232 shares held by Sigma Partners V, L.P., 177,368 shares held by Sigma Associates V, L.P. and 86,118 shares held by Sigma Investors V, L.P.
- (9) 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.
- (10) Includes 520,719 shares held by Sigma Partners V, L.P., 62,291 shares held by Sigma Associates V, L.P. and 30,591 shares held by Sigma Investors V, L.P.
- (11) 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.

Â

Remarks:

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

Exhibit 24 - Power 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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