

VIRTUSA CORP

Form 4

August 10, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Goldfarb Andrew P

(Last) (First) (Middle)

C/O VIRTUSA
CORPORATION, 2000 WEST
PARK DRIVE

(Street)

WESTBOROUGH, MA 01581

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VIRTUSA CORP [VRTU]

3. Date of Earliest Transaction
(Month/Day/Year)

08/08/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

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 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 (1) (2) (3) (4) | (A) or (D) | Price (5) (6) (7) |
| Common Stock | 08/08/2007 | | C | | 1,109,998 (1) (2) (3) (4) | A | (5) (6) (7) 1,163,036 (2) (3) (4) (8) |
| Common Stock | 08/08/2007 | | C | | 1,012,856 (1) (3) (4) (9) | A | (5) (6) (7) 1,061,252 (3) (4) (8) (9) |
| Common Stock | 08/08/2007 | | C | | 489,888 (1) (3) (4) (10) | A | (5) (6) (7) 513,295 (3) (4) (8) (10) |
| Common | 08/08/2007 | | C/K | | 120,837 | A | (5) (6) 126,611 (3) |

See
footnotes
(3) (4)

See
footnotes
(3) (4)

See
footnotes
(3) (4)

See

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| | | | | |
|-------|----------------------------------|------------|-----------------------------------|-----------------------|
| Stock | <u>(1)</u> <u>(3)</u> <u>(4)</u> | <u>(7)</u> | <u>(4)</u> <u>(8)</u> <u>(11)</u> | footnotes |
| | <u>(11)</u> | | | <u>(3)</u> <u>(4)</u> |

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series B Redeemable Convertible Preferred Stock | (5) | 08/08/2007 | | C | 1,160,171 (2) (3) (4) | (12) | (12) | Common Stock | 421,2 (2) (3) (8) |
| Series B Redeemable Convertible Preferred Stock | (5) | 08/08/2007 | | C | 1,058,638 (3) (4) (9) | (12) | (12) | Common Stock | 384,3 (3) (4) (9) |
| Series B Redeemable Convertible Preferred Stock | (5) | 08/08/2007 | | C | 512,033 (3) (4) (10) | (12) | (12) | Common Stock | 185,8 (3) (4) (10) |
| Series B Redeemable Convertible Preferred Stock | (5) | 08/08/2007 | | C | 126,301 (3) (4) (11) | (12) | (12) | Common Stock | 45,85 (3) (4) (11) |
| Series C Redeemable Convertible Preferred Stock | (6) | 08/08/2007 | | C | 1,452,855 (2) (3) (4) | (12) | (12) | Common Stock | 464,1 (2) (3) (8) |
| Series C Redeemable | (6) | 08/08/2007 | | C | 1,325,707 (3) (4) (9) | (12) | (12) | Common Stock | 423,5 (3) (4) |

| | | | | | | | | | |
|---|-----|------------|---|-------------------------|------|------|--------------|-----------------------|-----|
| Convertible Preferred Stock | | | | | | | | | (9) |
| Series C Redeemable Convertible Preferred Stock | (6) | 08/08/2007 | C | 641,206 (3) (4) (10) | (12) | (12) | Common Stock | 204,8 (3) (4) (10) | |
| Series C Redeemable Convertible Preferred Stock | (6) | 08/08/2007 | C | 158,164 (3) (4) (11) | (12) | (12) | Common Stock | 50,53 (3) (4) (11) | |
| Series D Redeemable Convertible Preferred Stock | (7) | 08/08/2007 | C | 703,071 (2) (3) (4) | (12) | (12) | Common Stock | 224,6 (2) (3) (8) | |
| Series D Redeemable Convertible Preferred Stock | (7) | 08/08/2007 | C | 641,542 (3) (4) (9) | (12) | (12) | Common Stock | 204,9 (3) (4) (9) | |
| Series D Redeemable Convertible Preferred Stock | (7) | 08/08/2007 | C | 310,295 (3) (4) (10) | (12) | (12) | Common Stock | 99,13 (3) (4) (10) | |
| Series D Redeemable Convertible Preferred Stock | (7) | 08/08/2007 | C | 76,540 (3) (4) (11) | (12) | (12) | Common Stock | 24,45 (3) (4) (11) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Goldfarb Andrew P C/O VIRTUSA CORPORATION 2000 WEST PARK DRIVE WESTBOROUGH, MA 01581 | X | X | | |

Signatures

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

08/08/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents total shares received upon conversion of shares of Series B, C and D Redeemable Convertible Preferred Stock and a 1-for-3.13 stock split of the Issuer's Common Stock.
- (2) These securities are owned solely by JAFCO America Technology Fund III, L.P.

The reporting person may be deemed to have a beneficial interest in these shares as he is one of the managing members of JAV Management Associates III, L.L.C. and disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares which is subject to indeterminable future events.
- (3) JAV Management Associates III, L.L.C. is the general partner of JAFCO America Technology Fund III, L.P., JAFCO America Technology Cayman Fund III, L.P., JAFCO USIT Fund III, L.P. and JAFCO America Technology Affiliates Fund III, L.P. (the "Globespan Funds") and may be deemed to have a beneficial interest in the shares held by the Globespan Funds.
- (4) Each share of Series B Redeemable Convertible Preferred Stock converted into 0.363 shares of Common Stock upon the Closing of the Issuer's initial public offering.
- (5) Each share of Series C Redeemable Convertible Preferred Stock automatically converted into 0.319 shares of Common Stock upon the Closing of the Issuer's initial public offering.
- (6) Each share of Series D Redeemable Convertible Preferred Stock automatically converted into 0.319 shares of Common Stock upon the Closing of the Issuer's initial public offering.
- (7) Reflects a 1-for-3.13 stock split of the Issuer's Common Stock that occurred on 7/18/2007.
- (8) These securities are solely owned by JAFCO America Technology Cayman Fund III, L.P.
- (9) These securities are solely owned by JAFCO USIT Fund III, L.P.
- (10) These securities are solely owned by JAFCO America Technology Affiliates Fund III, L.P.
- (11) Shares of Series A, B, C and D Redeemable Convertible Preferred Stock automatically converted into shares of the Issuer's Common Stock upon the Closing of the Issuer's initial public offering.
- (12)

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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