

BURNES RICHARD M JR  
Form 4  
May 20, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Baldwin Christopher

(Last) (First) (Middle)

C/O CHARLES RIVER XI GP,  
LLC, 1000 WINTER STREET

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VIRTUSA CORP [VRTU]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/18/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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 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 (A) or (D) Price			
Common Stock	05/18/2009		S	393,000 (1) D \$ 6.81	2,184,611 (2) (3) (4)	I	See Footnotes (2) (3) (4)

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable      Expiration Date	Title      Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baldwin Christopher C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET WALTHAM, MA 02451		X		
BURNES RICHARD M JR C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET WALTHAM, MA 02451		X		
Dintersmith Ted R C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET WALTHAM, MA 02451		X		
SACHS BRUCE I C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET WALTHAM, MA 02451		X		
TAI WILLIAM C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET WALTHAM, MA 02451		X		
Zak Michael J C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET WALTHAM, MA 02451		X		

## Signatures

/s/ John A. Genest, Attorney-in-Fact for Christopher Baldwin	05/20/2009
__Signature of Reporting Person	Date
/s/ John A. Genest, Attorney-in-Fact for Richard M. Burnes, Jr.	05/20/2009
__Signature of Reporting Person	Date
/s/ John A. Genest, Attorney-in-Fact for Ted R. Dintersmith	05/20/2009
__Signature of Reporting Person	Date
/s/ John A. Genest, Attorney-in-Fact for Bruce I. Sachs	05/20/2009
__Signature of Reporting Person	Date
/s/ John A. Genest, Attorney-in-Fact for William P. Tai	05/20/2009
__Signature of Reporting Person	Date
/s/ John A. Genest, Attorney-in-Fact for Michael J. Zak	05/20/2009
__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 381,342 shares sold by Charles River Partnership XI, LP ("CRP XI"), 9,632 shares sold by Charles River Friends XI-A, LP ("CRF XI-A") and 2,026 shares sold by Charles River Friends XI-B, LP ("CRF XI-B").
- (2) Represents 2,119,810 shares held by CRP XI, 53,542 shares held by CRF XI-A and 11,259 shares held by CRF XI-B.  
Charles River XI GP, LLC ("CR XI GP LLC") is the General Partner of Charles River XI GP, LP ("CR XI GP LP"). CR XI GP LLC is also the General Partner of CRF XI-A and CRF XI-B. CR XI GP LP is the General Partner of CRP XI. CRP XI, CRF XI-A and CRF XI-B (collectively, the "Partnerships") form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. Each of
- (3) Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing member of CR XI GP, LLC. Accordingly, each of CR XI GP LP, CR XI GP LLC and Messrs. Armony, Baldwin, Burnes, Dintersmith, Sachs, Tai, and Zak (collectively, the "Management Persons") may be deemed to beneficially own the securities owned by the Partnerships.
- (4) Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership, if any. The filing of this statement by any reporting person shall not be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this statement.

### Remarks:

Each of Charles River Partnership XI, LP, Charles River Friends XI-A, LP, Charles River Friends XI-B, LP, Charles River X

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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