

VIRTUSA CORP
Form SC 13G/A
February 10, 2012

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)**

(Amendment No. 2)*

VIRTUSA CORPORATION

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

92827P102

(CUSIP Number)

DECEMBER 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 411307 10 1

- | | |
|-----|--|
| 1. | Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)
Sigma Partners V, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware, United States of America |
| 5. | Sole Voting Power
1,766,698 (2) |
| 6. | Shared Voting Power
0 |
| 7. | Sole Dispositive Power
1,766,698 (2) |
| 8. | Shared Dispositive Power
0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,766,698 (2) |
| 10. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (11)
6.9% (3) |
| 12. | Type of Reporting Person (See Instructions)
PN |

(1) This Schedule 13G is filed by Sigma Partners V, L.P. (" SP V "), Sigma Associates V, L.P. (" SA V ") and Sigma Investors V, L.P. (" SI V "), Sigma Management V, L.L.C. (" SM V ") and, together with SP V, SA V and SI V, the " Sigma Entities ". The Sigma Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) The shares are held by SP V. SM V is the sole general partner of the Sigma Entities and owns no shares of the issuer directly. SM V holds voting and dispositive power over the shares held by the Sigma Entities; however, disclaims beneficial ownership of the shares held by these entities, except to the extent of its pecuniary interests therein.

(3) This percentage is calculated based upon 25,705,059 shares of the Issuer's common stock outstanding, as of November 1, 2011, as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on November 4, 2011.

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1. Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)
Sigma Associates V, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b) (1)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware, United States of America
- | | | |
|--|----|--------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 5. | Sole Voting Power
392,400(2) |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
392,400(2) |
| | 8. | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
392,400(2)
 10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (11)
1.5% (3)
 12. Type of Reporting Person (See Instructions)
PN

(1) This Schedule 13G is filed by Sigma Partners V, L.P. (SP V), Sigma Associates V, L.P. (SA V) and Sigma Investors V, L.P. (SI V), Sigma Management V, L.L.C. (SM V) and, together with SP V, SA V and SI V, the Sigma Entities). The Sigma Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) The shares are held by SA V. SM V is the sole general partner of the Sigma Entities and owns no shares of the issuer directly. SM V holds voting and dispositive power over the shares held by the Sigma Entities; however, disclaims beneficial ownership of the shares held by these entities, except to the extent of its pecuniary interests therein.

(3) This percentage is calculated based upon 25,705,059 shares of the Issuer s common stock outstanding, as of November 1, 2011, as set forth in the Issuers most recent 10-Q, filed with the Securities and Exchange Commission on November 4, 2011.

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| 1. | Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)
Sigma Investors V, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware, United States of America |
| 5. | Sole Voting Power
103,686(2) |
| 6. | Shared Voting Power
0 |
| 7. | Sole Dispositive Power
103,686(2) |
| 8. | Shared Dispositive Power
0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
103,686(2) |
| 10. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (11)
0.4% (3) |
| 12. | Type of Reporting Person (See Instructions)
PN |

(1) This Schedule 13G is filed by Sigma Partners V, L.P. (SP V), Sigma Associates V, L.P. (SA V) and Sigma Investors V, L.P. (SI V), Sigma Management V, L.L.C. (SM V) and, together with SP V, SA V and SI V, the Sigma Entities). The Sigma Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) The shares are held by SI V. SM V is the sole general partner of the Sigma Entities and owns no shares of the issuer directly. SM V holds voting and dispositive power over the shares held by the Sigma Entities; however, disclaims beneficial ownership of the shares held by these entities, except to the extent of its pecuniary interests therein.

(3) This percentage is calculated based upon 25,705,059 shares of the Issuer s common stock outstanding, as of November 1, 2011, as set forth in the Issuers most recent 10-Q, filed with the Securities and Exchange Commission on November 4, 2011.

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- | | |
|-----|--|
| 1. | Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)
Sigma Management V, L.L.C. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware, United States of America |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
2,262,784(2) |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
2,262,784(2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,262,784(2) |
| 10. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (11)
8.8% (3) |
| 12. | Type of Reporting Person (See Instructions)
OO |

(1) This Schedule 13G is filed by Sigma Partners V, L.P. (SP V), Sigma Associates V, L.P. (SA V) and Sigma Investors V, L.P. (SI V), Sigma Management V, L.L.C. (SM V) and, together with SP V, SA V and SI V, the Sigma Entities). The Sigma Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 1,766,698 shares held by SP V; (ii) 392,400 shares held by SA V; and (iii) 103,686 shares held by SI V. SM V is the sole general partner of the Sigma Entities and owns no shares of the issuer directly. SM V holds voting and dispositive power over the shares held by the Sigma Entities; however, disclaims beneficial ownership of the shares held by these entities, except to the extent of its pecuniary interests therein.

(3) This percentage is calculated based upon 25,705,059 shares of the Issuer's common stock outstanding, as of November 1, 2011, as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on November 4, 2011.

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- Item 1(a)** Name of Issuer
Virtusa Corporation
- Item 1(b)** Address of Issuer's Principal Executive Offices
2000 West Park Drive

Westborough, Massachusetts 01581
- Item 2(a)** Name of Person Filing
Sigma Partners V, L.P. (SP V)

Sigma Associates V, L.P. (SA V)

Sigma Investors V, L.P. (SI V)
- Item 2(b)** Sigma Management V, L.L.C. (SM V)
Address of Principal Business Office or, if none, Residence
1600 El Camino Real, Suite 280

Menlo Park, CA 94025
- Item 2(c)** Citizenship
SP V - Delaware, United States of America
SA V - Delaware, United States of America
SI V - Delaware, United States of America
SM V - Delaware, United States of America
- Item 2(d)** Title of Class of Securities
Common Stock
- Item 2(e)** CUSIP Number
92827P102
- Item 3** Not applicable.

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Item 4 Ownership

Sigma Entity	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class
SP V	1,766,698	1,766,698	0	1,766,698	0	1,766,698	6.9%
SA V	392,400	392,400	0	392,400	0	392,400	1.5%
SI V	103,686	103,686	0	103,686	0	103,686	0.4%
SM V	0	0	2,262,784	0	2,262,784	2,262,784	8.8%

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6 Ownership of More than Five Percent of Another Person

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

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Item 10

Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

February 8, 2012

SIGMA PARTNERS V, L.P.

BY: SIGMA MANAGEMENT V, L.L.C.
ITS: GENERAL PARTNER

By: /s/ Robert E. Davoli
Robert E. Davoli
Managing Director

SIGMA ASSOCIATES V, L.P.

BY: SIGMA MANAGEMENT V, L.L.C.
ITS: GENERAL PARTNER

By: /s/ Robert E. Davoli
Robert E. Davoli
Managing Director

SIGMA INVESTORS V, L.P.

BY: SIGMA MANAGEMENT V, L.L.C.
ITS: GENERAL PARTNER

By: /s/ Robert E. Davoli
Robert E. Davoli
Managing Director

SIGMA MANAGEMENT V, L.L.C.

By: /s/ Robert E. Davoli
Robert E. Davoli
Managing Director

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EXHIBIT INDEX

Exhibit No.

99.1 Agreement pursuant to 13d-1(k)(1) among Sigma Partners V, L.P., Sigma Associates V, L.P., Sigma Investors V, L.P. and Sigma Management V, L.L.C.