

VIRTUSA CORP
Form 3
August 02, 2007

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

OMB APPROVAL

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

<p>1. Name and Address of Reporting Person * ^ ^ DAVOLI ROBERT E (Last) (First) (Middle)</p> <p>C/O VIRTUSA CORPORATION, ^ 2000 WEST PARK DRIVE (Street)</p> <p>WESTBOROUGH, ^ MA ^ 01581 (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 08/02/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol VIRTUSA CORP [VRTU]</p>	<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	23,961	D	^
Common Stock	278,389 ⁽¹⁾	I	See footnote ⁽²⁾

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

SEC 1473 (7-02)

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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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Redeemable Convertible Preferred Stock	08/02/2007	∞ (3)	Common Stock (4)	76,931	\$ (5)	D	∞
Series A Redeemable Convertible Preferred Stock	08/02/2007	∞ (3)	Common Stock (4)	1,400,764 (6)	\$ (5)	I	See footnote (2)
Series B Redeemable Convertible Preferred Stock	08/02/2007	∞ (3)	Common Stock (4)	504,098 (7)	\$ (8)	I	See footnote (2)
Series C Redeemable Convertible Preferred Stock	08/02/2007	∞ (3)	Common Stock (4)	1,728,718 (9)	\$ (10)	I	See footnote (2)
Series D Redeemable Convertible Preferred Stock	08/02/2007	∞ (3)	Common Stock (4)	613,601 (11)	\$ (12)	I	See footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVOLI ROBERT E C/O VIRTUSA CORPORATION 2000 WEST PARK DRIVE WESTBOROUGH, MA 01581	∞ X	∞ X	∞	∞

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. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
 - (2) The reporting person may be deemed to be a beneficial owner of these shares as he is the managing director and general partner of Sigma Partners V, L.P., Sigma Associates V, L.P. and Sigma Investors V, L.P. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
 - (3) These shares do not have an expiration date.
 - (4)

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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 07/18/2007.

- (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.
- 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. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (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. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (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. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (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. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (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.
- (12)

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.