

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  
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**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 * ^ Narasimha Hari Thokalahalli (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 type="checkbox"/> Director    <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer    <input type="checkbox"/> Other                  (give title below) (specify below)                  Senior VP, Global Head of HR</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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title                      Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	⌘ (1)	08/07/2016	Common Stock	70,287	\$ 4.19	D	⌘

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Narasimha Hari Thokalahalli C/O VIRTUSA CORPORATION 2000 WEST PARK DRIVE WESTBOROUGH, MA 01581	⌘	⌘	⌘ Senior VP, Global Head of HR	⌘

## 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) The reporting person was granted an option to purchase these shares on 8/7/2006. 25% of the shares in this grant vested on March 31, 2007 and the remaining shares vest 6.25% every three months thereafter, through March 31, 2010.

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### Remarks:

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. 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.