

VIRTUSA CORP  
Form 4  
August 10, 2007

**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 \*  
Moriarty Rowland T

(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 Ownership (Instr. 4)	
Common Stock	08/08/2007		C	V	38,236 (1)	A	(2) (3)	335,065 (4) (5) D

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

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**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Redeemable Convertible Preferred Stock	(2)	08/08/2007		C	104,723 (2) (6)	(7) (7)	(7) (7)	Common Stock	33,457
Series D Redeemable Convertible Preferred Stock	(3)	08/08/2007		C	14,960 (3) (6)	(7) (7)	(7) (7)	Common Stock	4,779

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moriarty Rowland T C/O VIRTUSA CORPORATION 2000 WEST PARK DRIVE WESTBOROUGH, MA 01581	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 Series C and D Redeemable Convertible Preferred Stock and a 1-for-3.13 stock split of the Issuer's Common Stock.
- (2) Each share of Series C Redeemable Convertible Stock automatically converted into 0.319 shares of Common Stock upon Closing of the Issuer's initial public offering.
- (3) Each share of Series D Redeemable Convertible Stock automatically converted into 0.319 shares of Common Stock upon Closing of the Issuer's initial public offering.
- (4) Includes shares of Common Stock received upon conversion of Series C and D Redeemable Convertible Preferred Stock and 71,168 shares issuable upon exercise of a stock option grant, and reflects a 1-for-3.13 stock split of the issuer's Common Stock, which took place on 7/18/2007.

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- (5) The reporting person was granted an option to purchase 71,168 shares of Common Stock of the Issuer on 8/7/2006. One-twelfth of these shares vested on 11/7/2006, and the remainder shall vest in equal quarterly installments thereafter until 11/7/2009.
- (6) Reflects a 1-for-3.13 stock split of the Issuer's Common Stock, which took place on 7/18/2007.
- (7) 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.

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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