

VIRTUSA CORP
Form 4
June 01, 2011

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 *
SIGMA PARTNERS V LP

(Last) (First) (Middle)
1600 CAMINO REAL, SUITE 280
(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2011

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) ___X___ Other (specify below)
See remarks

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/31/2011		J ⁽¹⁾	883,349 D	(1) 2,650,047	D	(2)
Common Stock	05/31/2011		J ⁽³⁾	196,200 D	(3) 588,600	D	(4)
Common Stock	05/31/2011		J ⁽⁵⁾	51,844 D	(5) 155,530	D	(6)

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

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number.

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

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
				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
SIGMA PARTNERS V LP 1600 CAMINO REAL, SUITE 280 MENLO PARK, CA 94025		X		See remarks
Sigma Associates V, L.P. 1600 CAMINO REAL, SUITE 280 MENLO PARK, CA 94025				See remarks
Sigma Investors V, L.P. 1600 CAMINO REAL, SUITE 280 MENLO PARK, CA 94025				See remarks

Signatures

Paul D. Tutun, Attorney In Fact for Reporting
Persons 06/01/2011

__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) These shares were distributed to the limited partners of Sigma Partners V, L.P. without the receipt of consideration (under the terms of the applicable limited partnership agreements with the limited partners and Sigma Partners V, L.P.).
- (2) These shares are held by Sigma Partners V, L.P.
- (3) These shares were distributed to the limited partners of Sigma Associates V, L.P. without the receipt of consideration (under the terms of the applicable limited partnership agreements with the limited partners and Sigma Associates V, L.P.).

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- (4) These shares are held by Sigma Associates V, L.P.
- (5) These shares were distributed to the limited partners of Sigma Investors V, L.P. without the receipt of consideration (under the terms of the applicable limited partnership agreements with the limited partners and Sigma Investors V, L.P.).
- (6) These shares are held by Sigma Investors V, L.P.

Remarks:

The reporting persons are members of a 13(d) group owning more than 10% of the Issuer's common stock

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.