

VIRTUSA CORP
Form 3
August 02, 2007

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

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person

* Â Goldfarb Andrew P
(Last) (First) (Middle)

C/O VIRTUSA
CORPORATION,Â 2000 WEST
PARK DRIVE

(Street)

WESTBOROUGH, MA 01581

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
08/02/2007

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
 _____ Officer _____ Other
 (give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
☒ X Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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	15,974 <u>(1)</u>	I	See footnote <u>(2)</u>
Common Stock	53,038 <u>(3)</u>	I	See footnote <u>(2)</u>
Common Stock	48,396 <u>(4)</u>	I	See footnote <u>(2)</u>
Common Stock	23,407 <u>(5)</u>	I	See footnote <u>(2)</u>
Common Stock	5,774 <u>(6)</u>	I	See footnote <u>(2)</u>

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.

Edgar Filing: VIRTUSA CORP - Form 3

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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Redeemable Convertible Preferred Stock	08/02/2007	Â (7)	Common Stock (8)	421,206 (3)	\$ (9)	I	See footnote (2)
Series B Redeemable Convertible Preferred Stock	08/02/2007	Â (7)	Common Stock (8)	384,344 (4)	\$ (9)	I	See footnote (2)
Series B Redeemable Convertible Preferred Stock	08/02/2007	Â (7)	Common Stock (8)	185,896 (5)	\$ (9)	I	See footnote (2)
Series B Redeemable Convertible Preferred Stock	08/02/2007	Â (7)	Common Stock (8)	45,854 (6)	\$ (9)	I	See footnote (2)
Series C Redeemable Convertible Preferred Stock	08/02/2007	Â (7)	Common Stock (8)	464,169 (3)	\$ (10)	I	See footnote (2)
Series C Redeemable Convertible Preferred Stock	08/02/2007	Â (7)	Common Stock (8)	423,547 (4)	\$ (10)	I	See footnote (2)
Series C Redeemable Convertible Preferred Stock	08/02/2007	Â (7)	Common Stock (8)	204,857 (5)	\$ (10)	I	See footnote (2)
Series C Redeemable Convertible Preferred Stock	08/02/2007	Â (7)	Common Stock (8)	50,530 (6)	\$ (10)	I	See footnote (2)
Series D Redeemable Convertible Preferred Stock	08/02/2007	Â (7)	Common Stock (8)	224,623 (3)	\$ (11)	I	See footnote (2)
Series D Redeemable Convertible Preferred Stock	08/02/2007	Â (7)	Common Stock (8)	204,965 (4)	\$ (11)	I	See footnote (2)
Series D Redeemable Convertible Preferred Stock	08/02/2007	Â (7)	Common Stock (8)	99,135 (5)	\$ (11)	I	See footnote (2)
Series D Redeemable Convertible Preferred	08/02/2007	Â (7)	Common Stock (8)	24,453 (6)	\$ (11)	I	See footnote (2)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldfarb Andrew P 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) These shares are held solely by JAV Management Associates III, L.L.C. The reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares, which is subject to indeterminable events.
- The reporting person may be deemed to have a beneficial interest in these shares as he is one of the managing members of JAV Management Associates III, L.L.C., which is the general partner of JAFCO America Technology Fund III, L.P., JAFCO America Technology Cayman Fund III, L.P., JAFCO USIT Fund III, L.P. and JAFCO America Technology Affiliates Fund III, L.P. The reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares, which is subject to indeterminable events.
- (2) These shares are held solely by JAFCO America Technology Fund III, L.P. The reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares, which is subject to indeterminable events.
- (3) These shares are held solely by JAFCO America Technology Cayman Fund III, L.P. The reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares, which is subject to indeterminable events.
- (4) These shares are held solely by JAFCO USIT Fund III, L.P. The reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares, which is subject to indeterminable events.
- (5) These shares are held solely by JAFCO America Technology Affiliates Fund III, L.P. The reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares, which is subject to indeterminable events.
- (6) These shares do not have an expiration date.
- (7) 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.
- (8) 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.
- (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) 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.

^

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.

Edgar Filing: VIRTUSA CORP - Form 3

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.