

VIRTUSA CORP
Form 4
February 21, 2008

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 *
Goldfarb Andrew P

(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)
02/19/2008

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/19/2008		J	(A) Amount 1,163,036 (1) (6) (9) (12)	D \$ 0 (6)	0 (1) (6)	I See Footnotes (1) (9) (12)
Common Stock	02/19/2008		J	(A) Amount 1,061,252 (2) (7) (9) (12)	D \$ 0 (7)	0 (2) (7)	I See Footnotes (2) (9) (12)
Common Stock					513,295 (3) (9) (12)		I See Footnotes (3) (9) (12)
Common Stock	02/19/2008		J	126,611	D \$ 0	0 (4) (8)	I See

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Stock			<u>(4)</u> <u>(8)</u> <u>(9)</u>		<u>(8)</u>			Footnotes <u>(4)</u> <u>(9)</u> <u>(12)</u>
Common Stock	02/19/2008	J	23,607 <u>(5)</u> <u>(12)</u>	A	\$ 0 <u>(5)</u>	39,581 <u>(5)</u> <u>(12)</u>	I	See Footnote <u>(12)</u>
Common Stock	02/19/2008	J	39,373 <u>(8)</u> <u>(10)</u>	A	\$ 0	39,373 <u>(10)</u>	D	
Common Stock	02/19/2008	J	14,318 <u>(8)</u> <u>(11)</u> <u>(13)</u>	A	\$ 0	14,318 <u>(11)</u> <u>(13)</u>	I	By Goldfarb Group, LLC - See Footnotes <u>(11)</u> <u>(13)</u>

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

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(9-02)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Goldfarb Andrew P C/O VIRTUSA CORPORATION 2000 WEST PARK DRIVE WESTBOROUGH, MA 01581	X	X		

Signatures

/s/ Andrew P.
Goldfarb

02/21/2008

__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 securities are owned solely by JAFCO America Technology Fund III, L.P.

(2) These securities are owned solely by JAFCO America Technology Cayman Fund III, L.P.

(3) These securities are owned solely by JAFCO USIT Fund III, L.P.

(4) These securities are owned solely by JAFCO America Technology Affiliates Fund III, L.P.

(5) These securities are owned solely by JAV Management Associates III, L.L.C., 23,607 of which were received in a distribution made on a pro rata basis for no consideration by JAFCO America Technology Fund III, L.P., JAFCO America Technology Cayman Fund III, L.P. and JAFCO America Technology Affiliates Fund III, L.P. to their general partner and respective limited partners.

(6) Represents a pro rata distribution for no consideration made by JAFCO America Technology Fund III, L.P. to its general partner and limited partners.

(7) Represents a pro rata distribution for no consideration made by JAFCO America Technology Cayman Fund III, L.P. to its general partner and limited partners.

(8) Represents a pro rata distribution for no consideration made by JAFCO America Technology Affiliates Fund III, L.P. to its general partner and limited partners.

(9) JAV Management Associates III, L.L.C. 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 "Globespan Funds") and may be deemed to have a beneficial interest in the shares directly held by the Globespan Funds.

(10) These securities are owned solely by the reporting person, which were received in a distribution made on a pro rata basis for no consideration by JAFCO America Technology Affiliates Fund III, L.P. to its general partner and limited partners. The reporting person is a limited partner of JAFCO America Technology Affiliates Fund III, L.P.

(11) These securities are owned solely by Goldfarb Group, LLC, which were received in a distribution made on a pro rata basis for no consideration by JAFCO America Technology Affiliates Fund III, L.P. to its general partner and limited partners. Goldfarb Group, LLC is a limited partner of JAFCO America Technology Affiliates Fund III, L.P.

(12) 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. and disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares which is subject to indeterminable future events.

(13) The reporting person may be deemed to have a beneficial interest in these shares and disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares which is subject to indeterminable future events.

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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