

VIRTUSA CORP
Form 4
February 22, 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)
02/20/2008

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)			
				(A) or (D)	Price					
Common Stock	02/20/2008		S ⁽¹⁾	V	55,705 <u>(1)</u> <u>(2)</u> <u>(5)</u>	D	\$ 10.6443	457,590 ⁽²⁾ <u>(5)</u>	I	See Footnote <u>(5)</u>
Common Stock	02/20/2008		S ⁽³⁾		4,295 <u>(3)</u> <u>(4)</u> <u>(5)</u>	D	\$ 10.6443	35,286 ⁽⁴⁾ <u>(5)</u>	I	See Footnote <u>(5)</u>
Common Stock	02/21/2008		S ⁽¹⁾		23,548 <u>(1)</u> <u>(2)</u> <u>(5)</u>	D	\$ 10.8164	434,042 ⁽²⁾ <u>(5)</u>	I	See Footnote <u>(5)</u>
Common	02/21/2008		S ⁽³⁾		1,815	D	\$	33,471 ⁽⁴⁾ <u>(5)</u>	I	See

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Stock	(3) (4) (5)	10.8164		Footnote (5)
Common Stock		39,373	D	
Common Stock		14,318 (6)	I	By Goldfarb Group, LLC - See Footnote (6)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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

02/22/2008

__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) Represents a sale by JAFCO USIT Fund III, L.P.
- (2) These securities are owned solely by JAFCO USIT Fund III, L.P.
- (3) Represents a sale by JAV Management Associates III, L.L.C.
- (4) These securities are owned solely by JAV Management Associates III, L.L.C.

The reporting person may be deemed to beneficially own these securities as he is one of the managing members of JAV Management

- (5) Associates III, L.L.C. JAV Management Associates III, L.L.C. is the sole general partner of JAFCO USIT Fund III, L.P. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (6) These securities are owned solely by Goldfarb Group, LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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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