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VIRTUSA CORP

Form 3

November 21, 2008

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

(Instr. 4)

O'Brien William K

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

11/19/2008

VIRTUSA CORP [VRTU]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

260 BEACON STREET

(Street)

(Check all applicable)

(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

BOSTON, MAÂ 02116

(City) (State)

1. Title of Security

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

X Director

Officer

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect

10% Owner

Other

(I) (Instr. 5)

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.

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

5. Form of

Ownership (Instr. 5) Derivative

6. Nature of Indirect Beneficial Ownership

Expiration Date

Exercisable Date

Amount or Title Number of Shares

Derivative Security: Security Direct (D) or Indirect (I)

(Instr. 5)

1

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Director Stock Option (right to buy)

(1)

11/19/2018 common

44,074

\$ 4.47

D Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O'Brien William K

260 BEACON STREET BOSTON, MAÂ 02116 ÂΧ

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Signatures

/s/ Paul D. Tutun, Attorney In Fact

11/21/2008

**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).

The reporting person was granted an option to purchase these shares on 11/19/2008. 25% of these shares will vest on the one year anniversary of the date of grant, with the remainder vesting at a rate of 6.25% of the shares granted each 3 month anniversary thereafter,

in 12 equal installments. The entire award will vest on 11/19/2012.

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.

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