

PANDIT VIKRAM S
Form 4
December 07, 2017

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 *
Orogen Viper LLC

(Last) (First) (Middle)

C/O THE OROGEN GROUP
LLC, ONE ROCKEFELLER
PLAZA SUITE 2416

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2017

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/05/2017		A		3,094 (1)	A	\$ 0
					5,821	(2)	
						I	
							See Footnotes (3) (4)

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

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SEC 1474 (9-02)

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

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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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Orogen Viper LLC C/O THE OROGEN GROUP LLC ONE ROCKEFELLER PLAZA SUITE 2416 NEW YORK, NY 10020	X			
Orogen Group LLC C/O THE OROGEN GROUP LLC ONE ROCKEFELLER PLAZA SUITE 2416 NEW YORK, NY 10020	X			
Orogen Holdings LLC C/O THE OROGEN GROUP LLC ONE ROCKEFELLER PLAZA SUITE 2416 NEW YORK, NY 10020	X			
PANDIT VIKRAM S C/O THE OROGEN GROUP LLC ONE ROCKEFELLER PLAZA SUITE 2416 NEW YORK, NY 10020	X			
Atairos-Orogen Holdings, LLC C/O ATAIVOS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	X			
Atairos Group, Inc. C/O ATAIVOS MANAGEMENT, L.P. 40 MORRIS ROAD BRYN MAWR, PA 19010	X			
Atairos Partners, L.P. C/O ATAIVOS MANAGEMENT, L.P. 40 MORRIS ROAD	X			

BRYN MAWR, PA 19010

Atairos Partners GP, Inc.
C/O ATAIVOS MANAGEMENT, L.P. X
40 MORRIS ROAD
BRYN MAWR, PA 19010

Angelakis Michael J
C/O ATAIVOS MANAGEMENT, L.P. X
40 MORRIS ROAD
BRYN MAWR, PA 19010

Signatures

By: OROGEN VIPER LLC, by THE OROGEN GROUP LLC, its sole member, by /s/
Vikram S. Pandit, Chairman and Chief Executive Officer 12/07/2017

__Signature of Reporting Person Date

By: THE OROGEN GROUP LLC, by /s/ Vikram S. Pandit, Chairman and Chief Executive
Officer 12/07/2017

__Signature of Reporting Person Date

By: OROGEN HOLDINGS LLC, by /s/ Vikram S. Pandit, Manager 12/07/2017

__Signature of Reporting Person Date

By: /s/ VIKRAM S. PANDIT 12/07/2017

__Signature of Reporting Person Date

By: ATAIVOS-OROGEN HOLDINGS, LLC, by /s/ David L. Caplan, Vice President 12/07/2017

__Signature of Reporting Person Date

By: ATAIVOS GROUP, INC, by /s/ David L. Caplan, Vice President and General Counsel 12/07/2017

__Signature of Reporting Person Date

By: ATAIVOS PARTNERS, L.P., by ATAIVOS PARTNERS GP, INC., its general partner,
by /s/ David L. Caplan, Vice President 12/07/2017

__Signature of Reporting Person Date

By: ATAIVOS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President 12/07/2017

__Signature of Reporting Person Date

By: /s/ MICHAEL J. ANGELAKIS 12/07/2017

__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) In his capacity as a director of Virtusa Corporation (the "Issuer"), Vikram S. Pandit ("Mr. Pandit"), was granted under the Issuer's Fourth Amended and Restated Director Compensation Policy and 2015 Stock Option and Incentive Plan 3,094 shares of restricted stock units of the Issuer which will vest 33.33% on each of 9/1/2018, 9/1/2019 and 9/1/2020, subject to Mr. Pandit's continued service as a director of the Issuer through the applicable vesting date.

(2) The reported securities do not include 108,000 shares of the Issuer's 3.875% Series A Convertible Preferred Stock (the "Convertible Preferred"), which are convertible by the holders thereof, at their option, at any time before May 3, 2024, into shares of the Issuer's common stock (the "Common Stock"), and which, as reported on the Initial Statement of Beneficial Ownership of Securities on Form 3, as filed by the Reporting Persons on May 5, 2017, are collectively convertible at an initial conversion rate of 27.77778 shares of Common

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Stock per share of Convertible Preferred, into 3,000,000 shares of Common Stock.

Mr. Pandit is the Chairman and Chief Executive Officer of Orogen Viper LLC ("OV"), which directly owns the Convertible Preferred and therefore beneficially owns the underlying Common Stock of the Issuer that can be acquired upon conversion of the Convertible Preferred. Orogen Holdings LLC and Atairos-Orogen Holdings, LLC are the members jointly control the investment decisions of The

- (3) Orogen Group LLC ("Orogen"), which is the sole member of OV. Mr. Pandit controls a majority of the voting power of Orogen Holdings LLC. Atairos Group, Inc. ("Atairos") is the sole voting shareholder of Atairos-Orogen Holdings, LLC. Michael Angelakis is the Chairman and Chief Executive Officer of Atairos and directly or indirectly controls a majority of the voting power of Atairos Partners GP, Inc., which, in turn, is the general partner of Atairos Partners L.P., the sole voting shareholder of Atairos.

Because of an arrangement among the Reporting Persons with respect to the equity grants received by Mr. Pandit in his capacity as a

- (4) director of the Issuer, each Reporting Person may be deemed to have beneficial ownership of the reported securities, provided that each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its 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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