VIRTUSA CORP

Form 4 September 30, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * Armony Izhar			2. Issuer Name and Ticker or Trading Symbol VIRTUSA CORP [VRTU]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
1000 WINTER 3300	R STREET,	SUITE	(Month/Day/Year) 09/28/2010	_X Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WALTHAM, MA 02451			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person			

(Chij)	(State)	Tabl	e I - Non-L	Derivative So	ecuriti	es Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	oosed cand 5) (A) or	of (D)	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	09/28/2010		Code V S	Amount 500,000 (1) (2)	(D)	Price \$ 9.5	569,111 (2) (3)	I	See footnote (2) (4)
Common Stock	09/29/2010		S	200,000 (2) (5)	D	\$ 9.75	369,111 <u>(2)</u> <u>(6)</u>	I	See footnote (2) (6)

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

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

9. Nt Deriv Secu Bene Own Follo Repo Trans (Insti

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amour	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
					Exercisable Date	of					
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director

10% Owner Officer Other

Armony Izhar 1000 WINTER STREET, SUITE 3300 X WALTHAM, MA 02451

Signatures

/s/ John A. Genest, Attorney-in-Fact for Izhar 09/30/2010 Armony

> **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).
- Represents 485,167 shares sold by Charles River Partnership XI, LP ("CRP XI"), 12,255 shares sold by Charles River Friends XI-A, LP ("CRF XI-A"), and 2,578 shares sold by Charles River Friends XI-B, LP ("CRF XI-B" and, together with CRP XI and CRF XI-A, the "Partnerships").
- Izhar Armony disclaims beneficial ownership of the securities reported herein held by the Partnerships except to the extent of his pecuniary interest in each applicable Partnership, if any. The filing of this statement by Izhar Armony shall not be deemed an admission that he is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this statement. Mr. Armony does not exercise investment or voting control over any of the Partnerships.
- (3) Represents 552,234 shares held by CRP XI, 13,946 shares held by CRF XI-A, and 2,931 shares held by CRF XI-B.
 - Charles River XI GP, LLC ("CR XI GP LLC") is the General Partner of Charles River XI GP, LP ("CR XI GP LP"). CR XI GP LP is in turn the General Partner of CRP XI. CR XI GP LLC is also the General Partner of CRF XI-A and CRF XI-B. The Partnerships form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. Each of Izhar Armony, Christopher Baldwin, Richard M.
- Burnes, Jr., Ted R. Dintesmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing member of CR XI GP, LLC. Accordingly, each of CR XI GP LP, CR XI GP LLC, and Messrs. Armony, Baldwin, Burnes, Dintersmith, Sachs, Tai, and Zak (collectively, the "Management Persons") may be deemed to beneficially own the securities owned by the Partnerships.
- (5) Represents 194,067 shares sold by Charles River Partnership XI, LP ("CRP XI"), 4,902 shares sold by Charles River Friends XI-A, LP ("CRF XI-A"), and 1,031 shares sold by Charles River Friends XI-B, LP ("CRF XI-B" and, together with CRP XI and CRF XI-A, the

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"Partnerships").

(6) Represents 358,167 shares held by CRP XI, 9,044 shares held by CRF XI-A, and 1,900 shares held by CRF XI-B.

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.