CHARLES RIVER PARTNERSHIP XI LP

Form SC 13G/A January 20, 2010

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

SCHEDULE 13G (Amendment No. 2)*

Under the Securities Exchange Act of 1934

VIRTUSA CORPORATION
(Name of Issuer)
Common Stock, par value \$0.01 per share
(Title of Class of Securities)
92827P102
(CUSIP Number)
December 31, 2009
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:
[] Rule 13d-1(b) [] Rule 13d-1(c) [X] Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the

disclosures provided in a prior cover page.

Notes).

CUSIP No. 92827P102

(1)	Names of Reporting Persons. I. (entities only):	R.S.	Identification Nos. of A	bove Persons
	Charles River Partnership XI, L	ıΡ		
(2)	Check the Appropriate Box if a M	lembe	r of a Group (See Instructi	ons)
	(a) [X] (b) []	
(3)	SEC Use Only			
(4)	Citizenship or Place of Organ	izat	ion: Delaware	
	er of Shares Beneficially Owned Each Reporting Person With	(5)	Sole Voting Power:	0*
		(6)	Shared Voting Power:	1,643,611*
		(7)	Sole Dispositive Power:	0*
		(8)	Shared Dispositive Power:	
(10)	1,643,611* Check if the Aggregate Amount in Instructions): N/A	 ı Row	(9) Excludes Certain Share	s (See
(11)	Percent of Class Represented by	Amou	nt in Row (9): 6.9%*	
(12)	Type of Reporting Person (See In	ıstru	ctions): 00	
"Comouts Report Rives LP (Frie CR X XI") Dint memb "Par Exch owne Comm Rule CR X Zak	med on 23,828,120 shares of the common Stock"), of Virtusa Corporation of Stock"), of Virtusa Corporation of Stock"), of Virtusa Corporation of Stock of November 5, 2009, of the Form 10-Q for the fiscal quark of Tanasa ("CR XI GP LLC") is "CR XI GP LLC") is "CR XI GP LP"). CR XI GP LLC is ends XI-A, LP ("CRF XI-A") and CR I GP LP is the general partner of Leach of Izhar Armony, Christophersmith, Bruce I. Sachs, William of CR XI GP LLC. CRP XI, CR therships") form a "group" for plange Act of 1934. As of December of 1,643,611 shares of the Common Stock deemed issued and outst a 13d-3 under the Securities Exchange (Collectively, the "Management securities owned by the Partnerships")	on, as quart the also charl of Choher MF X purpo andiange lwin, Pers	a Delaware corporation (the disclosed in the Company' er ended September 30, 20 general partner of Charles the general partner of Ch es River Friends XI-B, LP (arles River Partnership Baldwin, Richard M. Burnes, Tai, and Michael J. Zak i I-A and CRF XI-B (collect ses of Section 13(d) of the 2009, the Partnerships Stock, or 6.9% of those song as of that date. For the Act of 1934, as amended, C Burnes, Dintersmith, Sacons") may be deemed to bene	"Company"), s Quarterly 09. Charles River XI GP, arles River "CRF XI-B"). XI, LP ("CRP Jr., Ted R. s a managing tively, the Securities collectively hares of the purposes of R XI GP LLC, hs, Tai, and ficially own

the Management Persons may be deemed to beneficially own 1,643,611 shares of the

Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership, if any.

CUSI	P No.	92827P102						
(1)		of Report		I.R.S.	Identification	Nos. of	Above	Persons
	Char	les River	Friends XI-A,	LP				
(2)	Check	the Appro	priate Box if	a Membe	r of a Group (See	e Instruct	cions)	
	(a) [X]		(d)]			
(3)	SE	C Use Only						
(4)	Ci	tizenship	or Place of O	rganizat	ion: Delaware			
			eficially Own Person With		Sole Voting Powe	er:		0*
				(6)	Shared Voting Po			 .43,611*
				(7)	Sole Dispositive	e Power:		0*
				(8)	Shared Dispositi	ive Power:	: 1,6	543 , 611*
(9)	Aggre	gate Amoun	t Beneficiall	y Owned	by Each Reporting	g Person:		
		1,643,61	1*					
(10)		if the Agouctions):		t in Row	(9) Excludes Cer	rtain Shai	res (Se	:
(11)	Perce:	nt of Clas	s Represented	by Amou	nt in Row (9): 6	5.9%* 		
(12)	Type	of Reporti	ng Person (Se	e Instru	ctions): 00			
"Comouts Repo Rive LP (Frie	mon Standingrt on Err XI G "CR XI Gends XI	ock"), of Ng as of Ng Form 10-Q : P, LLC ("C! GP LP"). I-A, LP (P is the go	Virtusa Corpo: ovember 5, 200 for the fisca. R XI GP LLC") CR XI GP LLC "CRF XI-A") and eneral partne	ration, 09, as 1 quart is the is also nd Charl er of Ch	n stock, par valua Delaware corpor disclosed in the er ended Septembly general partner of the general pares River Friends arles River Par Baldwin, Richard	cation (the Company oer 30, 2 of Charles of (XI-B, LP othership	ne "Com y's Qu 2009. s River Charles ("CRF XI, I	mpany"), marterly Charles XI GP, River XI-B"). LP ("CRP

Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing member of CR XI GP LLC. CRP XI, CRF XI-A and CRF XI-B (collectively, the "Partnerships") form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. As of December 31, 2009, the Partnerships collectively owned 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, CR XI GP LLC, CR XI GP LP, 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. Accordingly, as of December 31, 2009, the Management Persons may be deemed to beneficially own 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership, if any.

CUSI	P No.	92827	'P102															
(1)		of Re			ersons.	•	I.F	R.S.	Ide	ntif	icat	ion	Nos	;. o	f Al	bove	Pers	sons
	Char	les Ri	.ver F	riend	ls XI-E	З,	LP											
(2)	Check	the A	\pprop	riate	Box i	if	a Me	ember	of	a Gr	oup	(See	Ins	stru	cti	ons)		
	(a)) [X]					(b) []									
(3)	SE(C Use	Only															
(4)	Ci	tizens	ship o	r Pla	ce of	Or	gani	zati	on:	Dela	awar							
	er of : Each l				-	wne	d	(5)	Sole	Vot:	ing	Powe	r:					0 *
								(6)	Shar	ed V	otin	_	wer:			1,6	643 , 6	511*
								(7)		Dis								0*
								(8)	Shar									511*
(9)	Aggre	gate A	 umount	Bene	ficial	lly	Owr	ed b	 у Еа									
		1,643	3 , 611*															
(10)	Check Instr	if th		_	e Amoi	ınt	in	Row	(9)	Excl	udes	Cer	tain	ı Sh	are	s (Se	ee	
(11)	Perce	nt of 	Class	Repr	esente	ed 	by <i>P</i>	mour	ıt in	Row	(9)	: 6 	.9%*	: 				

(12) Type of Reporting Person (See Instructions): 00

if any.

*Based on 23,828,120 shares of the common stock, par value \$0.01 per share (the "Common Stock"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of November 5, 2009, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009. 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 LLC is also the general partner of Charles River Friends XI-A, LP ("CRF XI-A") and Charles River Friends XI-B, LP ("CRF XI-B"). CR XI GP LP is the general partner of Charles River Partnership XI, LP ("CRP XI"). Each of Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing member of CR XI GP LLC. CRP XI, CRF XI-A and CRF XI-B (collectively, the "Partnerships") form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. As of December 31, 2009, the Partnerships collectively owned 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, CR XI GP LLC, CR XI GP LP, 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. Accordingly, as of December 31, 2009, the Management Persons may be deemed to beneficially own 1,643,611 shares of the

Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership,

CUSIP No. 92827P102 (1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only): Charles River XI GP, LP (2) Check the Appropriate Box if a Member of a Group (See Instructions) (b) [X] (a) [] SEC Use Only ______ Citizenship or Place of Organization: Delaware Number of Shares Beneficially Owned by Each Reporting Person With (5) Sole Voting Power: (6) Shared Voting Power: 1,643,611* ______ (7) Sole Dispositive Power: 0* _____ (8) Shared Dispositive Power: 1,643,611* _____

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,643,611*
(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): N/A
(11) Percent of Class Represented by Amount in Row (9): 6.9%*
(12) Type of Reporting Person (See Instructions): 00
*Based on 23,828,120 shares of the common stock, par value \$0.01 per share (the "Common Stock"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of November 5, 2009, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009. 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 LLC is also the general partner of Charles River Friends XI-A, LP ("CRF XI-A") and Charles River Friends XI-B, LP ("CRF XI-B"). CR XI GP LP is the general partner of Charles River Partnership XI, LP ("CRF XI"). Each of Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing member of CR XI GP LLC. CRP XI, CRF XI-A and CRF XI-B (collectively, the "Partnerships") form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. As of December 31, 2009, the Partnerships collectively owned 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, CR XI GP LLC, CR XI GP LP, 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. Accordingly, as of December 31, 2009, the Management Persons may be deemed to beneficially own 1,643,611 shares of the Common Stock deemed issued and outstanding as of that date. Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership, if any.
CUSIP No. 92827P102
(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):
Charles River XI GP, LLC
(2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [] (b) [X]
(3) SEC Use Only
(4) Citizenship or Place of Organization: Delaware

Numbe	er of	Shares	Ben	eficial	ly Owned
by	Each	Reporti	ing	Person	With

(5)	Sole	Voting	Power:			0 *
(6)	Share	ed Votir	na Power:	1.	643.61	1 *

(6) Shared Voting Power: 1,643,611^

(7) Sole Dispositive Power: 0*

(8) Shared Dispositive Power: 1,643,611*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,643,611*

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): $\ensuremath{\text{N/A}}$

(11) Percent of Class Represented by Amount in Row (9): 6.9%*

(12) Type of Reporting Person (See Instructions): 00

*Based on 23,828,120 shares of the common stock, par value \$0.01 per share (the "Common Stock"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of November 5, 2009, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009. 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 LLC is also the general partner of Charles River Friends XI-A, LP ("CRF XI-A") and Charles River Friends XI-B, LP ("CRF XI-B"). CR XI GP LP is the general partner of Charles River Partnership XI, LP ("CRP XI"). Each of Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing member of CR XI GP LLC. CRP XI, CRF XI-A and CRF XI-B (collectively, the "Partnerships") form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. As of December 31, 2009, the Partnerships collectively owned 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, CR XI GP LLC, CR XI GP LP, 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. Accordingly, as of December 31, 2009, the Management Persons may be deemed to beneficially own 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership, if any.

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Izhar Armony

(2) Check the Appropriate Box if a M	Member of a Group (See Instructions)
(a) [] (b) [X]
(3) SEC Use Only	
(4) Citizenship or Place of Organ	ization: Israel
Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power: 0*
	(6) Shared Voting Power: 1,643,611*
	(7) Sole Dispositive Power: 0*
	(8) Shared Dispositive Power: 1,643,611*
(9) Aggregate Amount Beneficially Ow	ned by Each Reporting Person:
1,643,611*	
(12) Type of Reporting Person (See In	structions): IN
"Common Stock"), of Virtusa Corporatioutstanding as of November 5, 2009, Report on Form 10-Q for the fiscal of River XI GP, LLC ("CR XI GP LLC") is LP ("CR XI GP LP"). CR XI GP LLC is Friends XI-A, LP ("CRF XI-A") and CR XI GP LP is the general partner of XI"). Each of Izhar Armony, Christop Dintersmith, Bruce I. Sachs, Williamember of CR XI GP LLC. CRP XI, CR "Partnerships") form a "group" for pexchange Act of 1934. As of December owned 1,643,611 shares of the Common Stock deemed issued and outst Rule 13d-3 under the Securities Exchange Act of 1934. As of December owned 1,643,611 shares of the Common Stock deemed issued and outst Rule 13d-3 under the Securities Exchange Act of 1934. As of December owned 1,643,611 shares of the Common Stock deemed issued and outst Rule 13d-3 under the Securities Exchange Act of 1934. As of December owned 1,643,611 shares of the Common Stock deemed issued and outst Rule 13d-3 under the Securities Exchangement the securities owned by the Partnersh the Management Persons may be deemed Common Stock, or 6.9% of those shar outstanding as of that date. Each of ownership of the securities reported	common stock, par value \$0.01 per share (the on, a Delaware corporation (the "Company"), as disclosed in the Company's Quarterly quarter ended September 30, 2009. Charles the general partner of Charles River XI GP, also the general partner of Charles River KI-B"). If Charles River Friends XI-B, LP ("CRF XI-B"). If Charles River Partnership XI, LP ("CRP ther Baldwin, Richard M. Burnes, Jr., Ted R. Tai, and Michael J. Zak is a managing of XI-A and CRF XI-B (collectively, the truposes of Section 13(d) of the Securities 31, 2009, the Partnerships collectively ion Stock, or 6.9% of those shares of the anding as of that date. For the purposes of ange Act of 1934, as amended, CR XI GP LLC, win, Burnes, Dintersmith, Sachs, Tai, and Persons") may be deemed to beneficially own ips. Accordingly, as of December 31, 2009, to beneficially own 1,643,611 shares of the es of the Common Stock deemed issued and the Management Persons disclaims beneficial herein held by the Partnerships, except to interest in each applicable Partnership,

if any.

CUSIP No. 92827P102 (1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only): Christopher Baldwin (2) Check the Appropriate Box if a Member of a Group (See Instructions) (b) [X] SEC Use Only -----(4) Citizenship or Place of Organization: United States Number of Shares Beneficially Owned by Each Reporting Person With (5) Sole Voting Power: _____ (6) Shared Voting Power: 1,643,611* _____ (7) Sole Dispositive Power: _____ (8) Shared Dispositive Power: 1,643,611* (9) Aggregate Amount Beneficially Owned by Each Reporting Person: 1,643,611* _____ (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): N/A (11) Percent of Class Represented by Amount in Row (9): 6.9%* (12) Type of Reporting Person (See Instructions): IN ______ *Based on 23,828,120 shares of the common stock, par value \$0.01 per share (the "Common Stock"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of November 5, 2009, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009. 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 LLC is also the general partner of Charles River Friends XI-A, LP ("CRF XI-A") and Charles River Friends XI-B, LP ("CRF XI-B"). CR XI GP LP is the general partner of Charles River Partnership XI, LP ("CRP XI"). Each of Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing member of CR XI GP LLC. CRP XI, CRF XI-A and CRF XI-B (collectively, the "Partnerships") form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. As of December 31, 2009, the Partnerships collectively owned 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, CR XI GP LLC,

CR XI GP LP, 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. Accordingly, as of December 31, 2009, the Management Persons may be deemed to beneficially own 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership, if any.

CUSI	P No. 92827P102			
(1)	Names of Reporting Persons. I (entities only): Richard M. Burnes, Jr.	.R.S.	Identification Nos. of Ak	oove Persons
(2)	Check the Appropriate Box if a (a) []	 Membe (b) [ons)
(3)	SEC Use Only			
(4)	Citizenship or Place of Orga	nizat	ion: United States	
	per of Shares Beneficially Owned Each Reporting Person With	(5)	Sole Voting Power:	0*
		(6)	Shared Voting Power:	
		(7)	Sole Dispositive Power:	0*
		(8)	Shared Dispositive Power:	1,643,611*
(9)	Aggregate Amount Beneficially O	wned	by Each Reporting Person:	
(10)	Check if the Aggregate Amount i Instructions): N/A	n Row	(9) Excludes Certain Shares	s (See
(11)	Percent of Class Represented by	Amou	nt in Row (9): 6.9%*	
(12)	Type of Reporting Person (See I	nstru	ctions): IN	
"Con outs Repo	sed on 23,828,120 shares of the mon Stock"), of Virtusa Corporat standing as of November 5, 2009, ort on Form 10-Q for the fiscal er XI GP, LLC ("CR XI GP LLC") is	ion, as quart	a Delaware corporation (the disclosed in the Company's er ended September 30, 200	"Company"), Quarterly 9. Charles

LP ("CR XI GP LP"). CR XI GP LLC is also the general partner of Charles River Friends XI-A, LP ("CRF XI-A") and Charles River Friends XI-B, LP ("CRF XI-B"). CR XI GP LP is the general partner of Charles River Partnership XI, LP ("CRP XI"). Each of Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing member of CR XI GP LLC. CRP XI, CRF XI-A and CRF XI-B (collectively, the "Partnerships") form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. As of December 31, 2009, the Partnerships collectively owned 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, CR XI GP LLC, CR XI GP LP, 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. Accordingly, as of December 31, 2009, the Management Persons may be deemed to beneficially own 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership, if any.

CUSI	P No.	92827P102							
(1)		of Reporti	ng Persons.	I.R.S.	. Id	entificatio	on Nos. of	Above	Persons
	Ted 1	R. Dintersm	ith						
(2)	Check	the Approp	riate Box if	a Membe	er of	a Group (S	See Instruct	ions)	
	(a) []		(d)	[X]				
(3)	SE	C Use Only							
(4)	Ci [.]	tizenship c	r Place of ()rganizat	ion:				
			ficially Owr		Sol	e Voting Po			0*
				(6)	Sha	red Voting	Power:	1,6	
				(7)	Sol	e Dispositi	ve Power:		0*
				(8)	Sha	red Disposi	tive Power:		643 , 611*
(9)	Aggre	gate Amount	Beneficial	Ly Owned	by E	ach Reporti	ng Person:		
		1,643,611*							
(10)		if the Agg	regate Amour N/A	nt in Rov	v (9)	Excludes (Certain Shar	es (Se	e

(11) Percent of Class Represented by Amount in Row (9): 6.9%*

(12) Type of Reporting Person (See In	structions): IN	
*Based on 23,828,120 shares of the c "Common Stock"), of Virtusa Corporati outstanding as of November 5, 2009, Report on Form 10-Q for the fiscal q River XI GP, LLC ("CR XI GP LLC") is LP ("CR XI GP LP"). CR XI GP LLC is Friends XI-A, LP ("CRF XI-A") and C CR XI GP LP is the general partner o XI"). Each of Izhar Armony, Christop Dintersmith, Bruce I. Sachs, William member of CR XI GP LLC. CRP XI, CR "Partnerships") form a "group" for p Exchange Act of 1934. As of December owned 1,643,611 shares of the Comm Common Stock deemed issued and outst Rule 13d-3 under the Securities Exch CR XI GP LP, and Messrs. Armony, Bald Zak (collectively, the "Management the securities owned by the Partnersh the Management Persons may be deemed Common Stock, or 6.9% of those shar outstanding as of that date. Each of ownership of the securities reported	common stock, par value \$0.01 per share con, a Delaware corporation (the "Companation as disclosed in the Company's Quartifuarter ended September 30, 2009. Charles also the general partner of Charles River XI also the general partner of Charles II ("CRF XI of Charles River Friends XI-B, LP ("CRF XI of Charles River Partnership XI, LP of Charles River Partnership Collectively, our poses of Section 13(d) of the Security and Stock, or 6.9% of those shares of Charles River Partnerships collection Stock, or 6.9% of those shares of Charles River Partnership, CR XI GP of Charles River Partnership, River Ri	ny"), terly arles I GP, River -B"). ("CRP ed field the ities ively f the es of LLC, , and y own 2009, f the d and icial pt to
CUSIP No. 92827P102		
(1) Names of Reporting Persons. I. (entities only): Bruce I. Sachs	R.S. Identification Nos. of Above Per	rsons
	Member of a Group (See Instructions)	
(3) SEC Use Only		
(4) Citizenship or Place of Organ		
Number of Shares Beneficially Owned by Each Reporting Person With		0*
	(6) Shared Voting Power: 1,643	
	(7) Sole Dispositive Power:	0*

	(8) Shared Dispositive Power: 1,643,611*
(9)	Aggregate Amount Beneficially Owned by Each Reporting Person:
	1,643,611*
(10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): N/A
(11)	Percent of Class Represented by Amount in Row (9): 6.9%*
(12)	Type of Reporting Person (See Instructions): IN
"Com outs Repo Rive LP (Frie CR X XI") Dint memb "Par Exch owne Comm Rule CR X Zak the the Comm outs owne	med on 23,828,120 shares of the common stock, par value \$0.01 per share (the mon Stock"), of Virtusa Corporation, a Delaware corporation (the "Company"), tanding as of November 5, 2009, as disclosed in the Company's Quarterly part on Form 10-Q for the fiscal quarter ended September 30, 2009. Charles ar XI GP, LLC ("CR XI GP LLC") is the general partner of Charles River XI GP, "CR XI GP LP"). CR XI GP LLC is also the general partner of Charles River and XI-A, LP ("CRF XI-A") and Charles River Friends XI-B, LP ("CRF XI-B"). If GP LP is the general partner of Charles River Partnership XI, LP ("CRP LEach of Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. ersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing per of CR XI GP LLC. CRP XI, CRF XI-A and CRF XI-B (collectively, the therships") form a "group" for purposes of Section 13(d) of the Securities ange Act of 1934. As of December 31, 2009, the Partnerships collectively and 1,643,611 shares of the Common Stock, or 6.9% of those shares of the constock deemed issued and outstanding as of that date. For the purposes of 13d-3 under the Securities Exchange Act of 1934, as amended, CR XI GP LLC, II GP LP, and Messrs. Armony, Baldwin, Burnes, Dintersmith, Sachs, Tai, and (collectively, the "Management Persons") may be deemed to beneficially own securities owned by the Partnerships. Accordingly, as of December 31, 2009, Management Persons may be deemed to beneficially own 1,643,611 shares of the ton Stock, or 6.9% of those shares of the Common Stock deemed issued and tanding as of that date. Each of the Management Persons disclaims beneficial triship of the securities reported herein held by the Partnerships, except to extent of such person's pecuniary interest in each applicable Partnership, my.
CUSI	P No. 92827P102
(1)	Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):
	William P. Tai
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) [] (b) [X]
(3)	SEC Use Only

Citizenship or Place of Organization: United States ______ Number of Shares Beneficially Owned by Each Reporting Person With (5) Sole Voting Power: 0 * _____ (6) Shared Voting Power: 1,643,611* (7) Sole Dispositive Power: 0* ______ (8) Shared Dispositive Power: 1,643,611* (9) Aggregate Amount Beneficially Owned by Each Reporting Person: 1,643,611* (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): N/A (11) Percent of Class Represented by Amount in Row (9): 6.9%* ______ (12) Type of Reporting Person (See Instructions): IN ______ *Based on 23,828,120 shares of the common stock, par value \$0.01 per share (the "Common Stock"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of November 5, 2009, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009. 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 LLC is also the general partner of Charles River Friends XI-A, LP ("CRF XI-A") and Charles River Friends XI-B, LP ("CRF XI-B"). CR XI GP LP is the general partner of Charles River Partnership XI, LP ("CRP XI"). Each of Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing member of CR XI GP LLC. CRP XI, CRF XI-A and CRF XI-B (collectively, the "Partnerships") form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. As of December 31, 2009, the Partnerships collectively owned 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, CR XI GP LLC, CR XI GP LP, 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. Accordingly, as of December 31, 2009,

CUSIP No. 92827P102

if any.

the Management Persons may be deemed to beneficially own 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership,

⁽¹⁾ Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Michael J. Zak

(2) Check the Appropriate Box if a M	Check the Appropriate Box if a Member of a Group (See Instructions)			
(a) []) [X] 			
(3) SEC Use Only				
(4) Citizenship or Place of Organ	zation: United States			
Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power:	0*		
	(6) Shared Voting Power:	1,643,611*		
	(7) Sole Dispositive Power:			
	(8) Shared Dispositive Power:	1,643,611*		
1,643,611* (10) Check if the Aggregate Amount in Instructions): N/A	Row (9) Excludes Certain Shares	(See		
(11) Percent of Class Represented by	nount in Row (9): 6.9%*			
(12) Type of Reporting Person (See Ir	tructions): IN			
*Based on 23,828,120 shares of the of "Common Stock"), of Virtusa Corporation outstanding as of November 5, 2009, Report on Form 10-Q for the fiscal of River XI GP, LLC ("CR XI GP LLC") is LP ("CR XI GP LP"). CR XI GP LLC is Friends XI-A, LP ("CRF XI-A") and CR XI GP LP is the general partner of XI"). Each of Izhar Armony, Christop Dintersmith, Bruce I. Sachs, Williamember of CR XI GP LLC. CRP XI, CF "Partnerships") form a "group" for pexchange Act of 1934. As of December owned 1,643,611 shares of the Common Stock deemed issued and outst Rule 13d-3 under the Securities Exch CR XI GP LP, and Messrs. Armony, Bald Zak (collectively, the "Management the securities owned by the Partnersh the Management Persons may be deemed Common Stock, or 6.9% of those sharoutstanding as of that date. Each of	in, a Delaware corporation (the las disclosed in the Company's arter ended September 30, 2009 he general partner of Charles Rilso the general partner of Charles River Friends XI-B, LP ("Charles River Partnership XI er Baldwin, Richard M. Burnes, P. Tai, and Michael J. Zak is XI-A and CRF XI-B (collect proses of Section 13(d) of the 31, 2009, the Partnerships con Stock, or 6.9% of those shading as of that date. For the page Act of 1934, as amended, CR in, Burnes, Dintersmith, Sachs ersons") may be deemed to beneficially own 1,643,611 shads of the Common Stock deemed	"Company"), Quarterly 9. Charles iver XI GP, rles River CRF XI-B"). I, LP ("CRP Jr., Ted R. a managing ively, the Securities ollectively ares of the purposes of XI GP LLC, s, Tai, and icially own r 31, 2009, ares of the issued and		

ownership of the securities reported herein held by the Partnerships, except to

the extent of such person's pecuniary interest in each applicable Partnership, if any.

CUSIP No. 92827P102

Item 1(a). Name Of Issuer: Virtusa Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

2000 West Park Drive, Westborough, MA 01581

Item 2(a). Name of Person Filing:

Charles River Partnership XI, LP

This Schedule 13G is also filed on behalf of Charles River XI GP, LLC ("CR XI GP LLC"), Charles River XI GP, LP ("CR XI GP LP"), Charles River Friends XI-A, LP ("CRF XI-A"), Charles River Friends XI-B, LP ("CRF XI-B"), Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak. CR XI GP LLC is the general partner of CR XI GP LP. CR XI GP LLC is also the general partner of CRF XI-A and CRF XI-B. CR XI GP LP is the General partner of Charles River Partnership XI, LP. Each of Messrs. Armony, Baldwin, Burnes, Dintersmith, Sachs, Tai, and Zak is a managing member of CR XI GP LLC. Information related to each of CR XI GP LLC, CR XI GP LP, CRF XI-A, CRF XI-B, and Messrs. Armony, Baldwin, Burnes, Dintersmith, Sachs, Tai, and Zak is set forth on Appendix A hereto.

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Charles River XI GP, LLC 1000 Winter Street, Suite 3300, Waltham, MA 02451

Item 2(c). Citizenship:

Delaware

Item 2(d). Title of Class of Securities: Common Stock, par value \$0.01 per share

Item 2(e). CUSIP No.: 92827P102

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:

Not Applicable.

- Item 4. Ownership
 - (a) Amount Beneficially Owned (as of December 31, 2009): 1,643,611*
 - (b) Percent of Class (as of December 31, 2009): 6.9%*

- (c) Number of Shares as to which the person has:
 - (i) sole power to vote or to direct the vote
 - (ii) shared power to vote or to direct the vote 1,643,611*

0 *

- (iii) sole power to dispose or to direct the
 disposition of
 0*
- (iv) shared power to dispose or to direct the disposition of $$1,643,611^{\star}$$

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

- Item 6. Ownership of More Than Five Percent on Behalf of Another Person Not Applicable.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable (See Item 2(a)).

Item 8. Identification and Classification of Members of the Group

Charles River Partnership XI, LP, Charles River Friends XI-A, LP, Charles River Friends XI-B, LP.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

This certification is not required as the filing person is filing pursuant to Rule $13d-1\left(d\right)$.

^{*}Based on 23,828,120 shares of the common stock, par value \$0.01 per share (the "Common Stock"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of November 5, 2009, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009. 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 LLC is also the general partner of Charles River Friends XI-A, LP ("CRF XI-A") and Charles River Friends XI-B, LP ("CRF XI-B"). CR XI GP LP is the general partner of Charles River Partnership XI, LP ("CRP XI"). Each of Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing member of CR XI GP LLC. CRP XI, CRF XI-A and CRF XI-B (collectively, the

"Partnerships") form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. As of December 31, 2009, the Partnerships collectively owned 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, CR XI GP LLC, CR XI GP LP, 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. Accordingly, as of December 31, 2009, the Management Persons may be deemed to beneficially own 1,643,611 shares of the Common Stock, or 6.9% of those shares of the Common Stock deemed issued and outstanding as of that date. Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership, if any.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 14, 2010

/s/ Sarah Reed

Sarah Reed as attorney-in-fact for Charles River XI GP, LLC, general partner of Charles River XI GP, LP, general partner of Charles River Partnership XI, LP

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

CUSIP No. 92827P102

APPENDIX A

A. Name: Charles River Friends XI-A, LP

Address of Principal

Business Office: c/o Charles River XI GP, LLC
1000 Winter Street, Suite 3300

Waltham, MA 02451

Citizenship: Delaware

B. Name: Charles River Friends XI-B, LP

Address of Principal

Business Office: c/o Charles River XI GP, LLC

1000 Winter Street, Suite 3300

Waltham, MA 02451

Citizenship: Delaware

C. Name: Charles River XI GP, LP

Address of Principal

Business Office: c/o Charles River XI GP, LLC 1000 Winter Street, Suite 3300

Waltham, MA 02451

Citizenship: Delaware

D. Name: Charles River XI GP, LLC

Address of Principal

Business Office: 1000 Winter Street, Suite 3300

Waltham, MA 02451

Citizenship: Delaware

E. Name: Izhar Armony

Address of Principal

Business Office: c/o Charles River XI GP, LLC 1000 Winter Street, Suite 3300

Waltham, MA 02451

Principal Occupation: Managing Member of Charles River XI GP, LLC

Citizenship: Israel

F. Name: Christopher Baldwin

Address of Principal

c/o Charles River XI GP, LLC Business Office:

1000 Winter Street, Suite 3300

Waltham, MA 02451

Principal Occupation: Managing Member of Charles River XI GP, LLC

Citizenship: United States

CUSIP No. 92827P102

G. Name: Richard M. Burnes, Jr.

Address of Principal

Business Office: c/o Charles River XI GP, LLC 1000 Winter Street, Suite 3300

Waltham, MA 02451

Principal Occupation: Managing Member of Charles River XI GP, LLC

Citizenship: United States

H. Name: Ted R. Dintersmith

Address of Principal

Business Office: c/o Charles River XI GP, LLC
1000 Winter Street, Suite 3300

Waltham, MA 02451

Principal Occupation: Managing Member of Charles River XI GP, LLC

Citizenship: United States

I. Name: Bruce I. Sachs

Address of Principal

Business Office: c/o Charles River XI GP, LLC 1000 Winter Street, Suite 3300

Waltham, MA 02451

Principal Occupation: Managing Member of Charles River XI GP, LLC

Citizenship: United States

J. Name: William P. Tai

Address of Principal

Business Office: c/o Charles River XI GP, LLC 1000 Winter Street, Suite 3300

Waltham, MA 02451

Principal Occupation: Managing Member of Charles River XI GP, LLC

Citizenship: United States

K. Name: Michael J. Zak

Address of Principal

Business Office: c/o Charles River XI GP, LLC
1000 Winter Street, Suite 3300

Waltham, MA 02451

Principal Occupation: Managing Member of Charles River XI GP, LLC

Citizenship: United States

CUSIP No. 92827P102

Each of Charles River XI GP, LLC, Charles River XI GP, LP, Charles River Friends XI-A, LP, Charles River Friends XI-B, LP, Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak hereby agree, by their execution below, that the Schedule 13G Amendment No. 2 to which this Appendix A is attached is filed on behalf of each of them, respectively.

/s/ Sarah Reed

Sarah Reed as attorney-in-fact for

January 14, 2010

Charles River XI GP, LLC, general partner of Charles River Friends XI-A, LP

/s/ Sarah Reed	T 14 2010	
Sarah Reed as attorney-in-fact for Charles River XI GP, LLC, general partner of Charles RiverFriends XI-B, LP	January 14, 2010	
/s/ Sarah Reed	Tanuary 14 2010	
Sarah Reed as attorney-in-fact for Charles River XI GP, LLC, general partner of Charles River XI GP, LP	January 14, 2010	
/s/ Sarah Reed	- 11 0010	
Sarah Reed as attorney-in-fact for Charles River XI GP, LLC	January 14, 2010	
/s/ Sarah Reed	Tanuary 14 2010	
Sarah Reed as attorney-in-fact for Izhar Armony	January 14, 2010	
/s/ Sarah Reed	- 14 0010	
Sarah Reed as attorney-in-fact for Christopher Baldwin	January 14, 2010	
/s/ Sarah Reed	- 14 0010	
Sarah Reed as attorney-in-fact for Richard M. Burnes, Jr.	January 14, 2010	
/s/ Sarah Reed	T 14 2010	
Sarah Reed as attorney-in-fact for Ted R. Dintersmith	January 14, 2010	
CUSIP No. 92827P102		

January 14, 2010

/s/ Sarah Reed

Bruce I. Sachs

/s/ Sarah Reed

Sarah Reed as attorney-in-fact for

January 14, 2010 Sarah Reed as attorney-in-fact for

William P. Tai

/s/ Sarah Reed January 14, 2010
Sarah Reed as attorney-in-fact for
Michael J 734

Michael J. Zak