

CHARLES RIVER PARTNERSHIP XI LP
 Form 3
 August 02, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â CHARLES RIVER PARTNERSHIP XI LP			(Month/Day/Year)	VIRTUSA CORP [VRTU]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1000 WINTER STREET, SUITE 3300				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
WALTHAM,Â MAÂ 02451				<input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
				See remarks	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	130,615 ⁽¹⁾ ⁽²⁾	D	Â

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 Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---	---	--

Edgar Filing: CHARLES RIVER PARTNERSHIP XI LP - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Series A Redeemable Convertible Preferred Stock	08/02/2007	∞ ⁽³⁾	Common Stock ⁽⁴⁾	38,676 ⁽²⁾ ⁽⁵⁾	\$ ⁽⁶⁾	D ∞
Series B Redeemable Convertible Preferred Stock	08/02/2007	∞ ⁽³⁾	Common Stock ⁽⁴⁾	1,112,037 ⁽²⁾ ⁽⁷⁾	\$ ⁽⁸⁾	D ∞
Series C Redeemable Convertible Preferred Stock	08/02/2007	∞ ⁽³⁾	Common Stock ⁽⁴⁾	1,137,214 ⁽²⁾ ⁽⁹⁾	\$ ⁽¹⁰⁾	D ∞
Series D Redeemable Convertible Preferred Stock	08/02/2007	∞ ⁽³⁾	Common Stock ⁽⁴⁾	553,177 ⁽²⁾ ⁽¹¹⁾	\$ ⁽¹²⁾	D ∞

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHARLES RIVER PARTNERSHIP XI LP 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	∞	∞	∞	See remarks
Charles River Friends XI-A, LP 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	∞	∞	∞	See remarks
Charles River Friends XI-B, LP 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	∞	∞	∞	See remarks
Charles River XI GP, LLC 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	∞	∞	∞	See remarks
Charles River XI GP, LP 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	∞	∞	∞	See remarks

Signatures

/s/ Thomas R. Holler,
attorney-in-fact

08/02/2007

**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).
- (1) Includes 126,741 shares held by Charles River Partnership XI, LP, 3,201 shares held by Charles River Friends XI-A, LP and 673 shares held by Charles River Friends XI-B, LP.
- (2) Charles River XI GP, LLC, is the general partner of Charles River XI GP, LP, Charles River Friends XI-A, LP and Charles River Friends XI-B, LP. Charles River XI GP, LP, is the general partner of Charles River Partnership XI, LP.
- (3) These shares do not have an expiration date.
- (4) The number of underlying shares of Common Stock reported in Column 3 reflects a 1-for-3.13 stock split of the Issuer's Common Stock on 07/18/2007.
- (5) Includes 37,529 shares held by Charles River Partnership XI, LP, 948 shares held by Charles River Friends XI-A, LP and 199 shares held by Charles River Friends XI-B, LP.
- (6) Upon the Closing of the Issuer's initial public offering, each Share of Series A Redeemable Convertible Preferred Stock will automatically convert into 0.448 shares of Common Stock.
- (7) Includes 1,079,051 shares held by Charles River Partnership XI, LP, 27,254 shares held by Charles River Friends XI-A, LP and 5,732 shares held by Charles River Friends XI-B, LP.
- (8) Upon the Closing of the Issuer's initial public offering, each Share of Series B Redeemable Convertible Preferred Stock will automatically convert into 0.363 shares of Common Stock.
- (9) Includes 1,109,198 shares held by Charles River Partnership XI, LP, 28,016 shares held by Charles River Friends XI-A, LP and 5,892 shares held by Charles River Friends XI-B, LP.
- (10) Upon the Closing of the Issuer's initial public offering, each Share of Series C Redeemable Convertible Preferred Stock will automatically convert into 0.319 shares of Common Stock.
- (11) Includes 536,768 shares held by Charles River Partnership XI, LP, 13,558 shares held by Charles River Friends XI-A, LP and 2,851 shares held by Charles River Friends XI-B, LP.
- (12) Upon the Closing of the Issuer's initial public offering, each Share of Series D Redeemable Convertible Preferred Stock will automatically convert into 0.319 shares of Common Stock.

Â

Remarks:

The reporting persons are members of a 13(d) group owning more than 10% of the Issuer's Common

Exhibit 24 - Powers of Attorney

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.