## CHARLES RIVER PARTNERSHIP XI LP

Form SC 13G/A February 17, 2009

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

SCHEDULE 13G (Amendment No. 1)

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, 2008
(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 disclosures provided in a prior cover page.

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 Notes).

CUSIP No. 92827P102

<sup>(1)</sup> Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons

(entities only): Charles River Partnership XI, LP \_\_\_\_\_\_ (2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) [X] (b) [ ] \_\_\_\_\_ ----(3) SEC Use Only (4) Citizenship or Place of Organization: Delaware \_\_\_\_\_\_ Number of Shares Beneficially Owned by Each Reporting Person With (5) Sole Voting Power: \_\_\_\_\_ (6) Shared Voting Power: 2,577,611\* \_\_\_\_\_ (7) Sole Dispositive Power: \_\_\_\_\_ (8) Shared Dispositive Power: 2,577,611\* \_\_\_\_\_ \_\_\_\_\_\_ (9) Aggregate Amount Beneficially Owned by Each Reporting Person: 2,577,611\* \_\_\_\_\_\_ (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): 11%\* \_\_\_\_\_\_ (12) Type of Reporting Person (See Instructions): 00 \_\_\_\_\_ \*Based on 23,476,786 shares of the common stock, par value \$0.01 per share (the "Shares"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of October 28, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2008. 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, 2008, the Partnerships collectively owned 2,577,611 shares of Virtusa Corporation common stock, par value \$0.01 per share (the "Common Stock"), or 11% of those shares of 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, 2008, the Management Persons may be deemed to beneficially own 2,577,611 shares of the Common Stock, or 11% of those shares of 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 Reportin (entities only):	g Persons.	I.R.S.	Identification	Nos. of A	bove Persons
	Charles River Fr	iends XI-A,	LP			
(2)	Check the Appropr	iate Box if	a Membe	of a Group (Se	e Instructi	ons)
	(a) [X]		(b) [	]		
(3)	SEC Use Only					
(4)	Citizenship or	Place of O	rganizat:	on: Delaware		
	er of Shares Benef Each Reporting Pe	_		Sole Voting Pow		0*
			(6)	Shared Voting F		2,577,611*
			(7)	Sole Dispositiv	e Power:	0*
			(8)	Shared Disposit	ive Power:	
(9)	Aggregate Amount	Beneficially	y Owned k	oy Each Reportin	g Person:	
	2,577,611*					
(10)	Check if the Aggr		t in Row	(9) Excludes Ce	rtain Share	s (See
(11)	Percent of Class	Represented	by Amour	nt in Row (9):	11%*	
(12)	Type of Reporting	Person (Se	e Instruc	ctions): 00		

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(1)	Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):
	Charles River Friends XI-B, LP
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) [X] (b) [ ]
(3)	SEC Use Only
(4)	Citizenship or Place of Organization: Delaware

CUSIP No. 92827P102

Number of Shares Beneficially Owned

by Each Reporting Person With

(5) Sole Voting Power:

(6) Shared Voting Power:

(7) Sole Dispositive Power:

(8) Shared Dispositive Power:

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

2,577,611\*

(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): 11%\*

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

\*Based on 23,476,786 shares of the common stock, par value \$0.01 per share (the "Shares"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of October 28, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2008. 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, 2008, the Partnerships collectively owned 2,577,611 shares of Virtusa Corporation common stock, par value \$0.01 per share (the "Common Stock"), or 11% of those shares of Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the

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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] SEC Use Only -----(4) Citizenship or Place of Organization: Delaware Number of Shares Beneficially Owned by Each Reporting Person With (5) Sole Voting Power: \_\_\_\_\_ (6) Shared Voting Power: 2,577,611\* \_\_\_\_\_ (7) Sole Dispositive Power: \_\_\_\_\_ (8) Shared Dispositive Power: 2,577,611\* (9) Aggregate Amount Beneficially Owned by Each Reporting Person: 2,577,611\* \_\_\_\_\_ (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): 11%\* (12) Type of Reporting Person (See Instructions): 00 \_\_\_\_\_\_ \*Based on 23,476,786 shares of the common stock, par value \$0.01 per share (the "Shares"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of October 28, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2008. 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, 2008, the Partnerships collectively owned 2,577,611 shares of Virtusa Corporation common stock, par value \$0.01 per share (the "Common Stock"), or 11% of those shares of Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the

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CUSI	P No.	92827P10	2								
(1)		of Repor	_	rsons.	I.R.S.	Ident:	ification	Nos.	of	Above	Persons
	Charl	les River	XI GP,	LLC							
(2)	Check	the Appr	opriate	Box if	a Membe	r of a (	Group (See	e Insti	ruct	cions)	
	(a)	[]			(d) [						
(3)	SEC	C Use Onl	У								
(4)	Cit	izenship	or Pla	ce of Or	ganizat	ion: De					
		Shares Be Reporting					oting Powe	er:			0*
					(6)	Shared	Voting Po	ower:		2,	
					(7)		ispositive				0*
					(8)		Disposit				
(9)	 Aggre	 gate Amou	nt Bene	 ficially	Owned	by Each	Reporting				
	2	2,577,611	*								
(10)	Check	if the A	ggregat	e Amount	in Row	(9) Ex	cludes Ce	rtain S	 Shar	res (Se	 ee

7

Instructions)	:	N/A

\_\_\_\_\_\_

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

\_\_\_\_\_\_

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

\_\_\_\_\_\_

\*Based on 23,476,786 shares of the common stock, par value \$0.01 per share (the "Shares"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of October 28, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2008. 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, 2008, the Partnerships collectively owned 2,577,611 shares of Virtusa Corporation common stock, par value \$0.01 per share (the "Common Stock"), or 11% of those shares of Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the

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CUSIP No. 92827P102

\_\_\_\_\_\_

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

Izhar Armony

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(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 Organ	nizat	ion: Israel	
	er of Shares Beneficially Owned Each Reporting Person With	(5)	Sole Voting Power:	0*
		(6)	Shared Voting Power:	2,577,611*
		(7)	Sole Dispositive Power:	0*
		(8)	Shared Dispositive Power:	2,577,611*
	Check if the Aggregate Amount in Instructions): N/A  Percent of Class Represented by			3 (See
(12)	Type of Reporting Person (See In	nstru	ctions): IN	
"Sha outs Repo Rive LP ( Frie CR X XI") Dint memb	ded on 23,476,786 shares of the ores"), of Virtusa Corporation, it anding as of October 28, 2008, ort on Form 10-Q for the fiscal or XI GP, LLC ("CR XI GP LLC") is "CR XI GP LP"). CR XI GP LLC is ends XI-A, LP ("CRF XI-A") and of I GP LP is the general partner or Each of Izhar Armony, Christopersmith, Bruce I. Sachs, William of CR XI GP LLC. CRP XI, Createrships") form a "group" for partner of the same of the same as a second content of the s	a D as quart the also Charl of Ch pher am P. RF X	elaware corporation (the disclosed in the Company's er ended September 30, 200 general partner of Charles I the general partner of Charles River Friends XI-B, LP ('arles River Partnership Baldwin, Richard M. Burnes, Tai, and Michael J. Zak is I-A and CRF XI-B (collect	"Company"), s Quarterly 08. Charles River XI GP, arles River "CRF XI-B"). XI, LP ("CRP Jr., Ted R. s a managing tively, 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, 2008, the Management Persons may be deemed to beneficially own 2,577,611 shares of the Common Stock, or 11% of those shares of 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

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

CUSI	TP No. 92827P102			
(1)	Names of Reporting Persons. I (entities only):	.R.S.	Identification Nos. of A	oove Persons
	Christopher Baldwin			
(2)	Check the Appropriate Box if a	Membe:	c of a Group (See Instruction	ons)
	(a) [ ]	(b) [2	ζ]	
(3)	SEC Use Only			
(4)	Citizenship or Place of Orga	ınizat:	ion: United States	
	per of Shares Beneficially Owned 7 Each Reporting Person With	(5)	Sole Voting Power:	0*
		(6)	Shared Voting Power:	2,577,611*
		(7)	Sole Dispositive Power:	0*
		(8)	Shared Dispositive Power:	2,577,611*
(9)	Aggregate Amount Beneficially C	wned l	by Each Reporting Person:	
	2,577,611*			
(10)	Check if the Aggregate Amount i	n Row	(9) Excludes Certain Shares	s (See
(11)	Percent of Class Represented by	7 Amoui	nt in Row (9): 11%*	
(12)	Type of Reporting Person (See I	İnstru	ctions): IN	
"Sha outs Repo	sed on 23,476,786 shares of the ares"), of Virtusa Corporation, standing as of October 28, 2008, ort on Form 10-Q for the fiscal er XI GP, LLC ("CR XI GP LLC") is ("CR XI GP LLC").	a De as q quarte the q	elaware corporation (the disclosed in the Company's er ended September 30, 200 general partner of Charles H	"Company"), s Quarterly 08. Charles River XI GP,

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CUSI		92827P102							
(1)	Names	of Reportin							
	Rich	ard M. Burne	·						
(2)	Check	the Appropr							
	(a	) [ ]			(] 				 
		C Use Only							 
(4)		tizenship or		-	lon: United				
	er of	Shares Benef Reporting Pe	icially Owne	ed		Powe	r:		0*
				(6)	Shared Voti				 577 <b>,</b> 611*
				(7)	Sole Dispos	itive	Powe	r:	0*

(8)	Shared	Dispositive	Power:	2,577,611*

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

2,577,611\*

(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): 11%\*

\_\_\_\_\_

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

\*Based on 23,476,786 shares of the common stock, par value \$0.01 per share (the "Shares"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of October 28, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2008. 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, 2008, the Partnerships collectively owned 2,577,611 shares of Virtusa Corporation common stock, par value \$0.01 per share (the "Common Stock"), or 11% of those shares of Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the

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CUSIP No. 92827P102

\_\_\_\_\_

(1)	Names of Reporting Persons. (entities only):	I.R.S.	Identification	Nos. of Al	oove Persons
	Ted R. Dintersmith				
(2)	Check the Appropriate Box if a	a Membe	r of a Group (See	Instruction	ons)
	(a) [ ]	(b) [	x]		
(3)	SEC Use Only				
(4)	Citizenship or Place of Org	ganizat	ion: United Stat	es	
	er of Shares Beneficially Owned Each Reporting Person With		Sole Voting Powe	er:	0*
		(6)	Shared Voting Po	wer:	2,577,611*
		(7)	Sole Dispositive	Power:	0*
		(8)	Shared Dispositi	ve Power:	
(9)	Aggregate Amount Beneficially 2,577,611*		by Each Reporting		
(10)	Check if the Aggregate Amount Instructions): N/A	in Row	(9) Excludes Cer	tain Share	s (See
(11)	Percent of Class Represented &	oy Amou	nt in Row (9): 1	1%*	
(12)	Type of Reporting Person (See	Instru	ctions): IN		
"Sha outs Repo Rive LP (Frie CR X XI") Dint memb "Par Exch owne shar	ed on 23,476,786 shares of the res"), of Virtusa Corporation tanding as of October 28, 2008 rt on Form 10-Q for the fiscal r XI GP, LLC ("CR XI GP LLC") is "CR XI GP LP"). CR XI GP LLC inds XI-A, LP ("CRF XI-A") and I GP LP is the general partners. Each of Izhar Armony, Christersmith, Bruce I. Sachs, Willersmith, Bruce I. Sachs, Willersmith, Bruce I. CRP XI, tnerships") form a "group" for ange Act of 1934. As of December 2,577,611 shares of Virtusale (the "Common Stock"), or 11% outstanding as of that date.	n, a D 8, as quart is the is also d Charl r of Ch topher liam P. CRF X r purpo oer 31, Corpor of tho	elaware corporated disclosed in the er ended September of the general partner of the general pares River Friends arles River Pare Baldwin, Richard Tai, and Michael I-A and CRF XI-ses of Section 13 2008, the Partation common stocks shares of Common stocks shares of Common stocks at the common stocks and the common stocks are shares of Common stocks are shares	ion (the Company's or 30, 200 of Charles of	"Company"), s Quarterly 08. Charles River XI GP, arles River "CRF XI-B"). XI, LP ("CRP Jr., Ted R. s a managing tively, the Securities collectively ue \$0.01 per eemed issued

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CUSI	P No.	92827P102					
(1)		of Reporting	g Persons.	I.R.S.	Identification	n Nos. of A	above Persons
	Bruc	e I. Sachs					
(2)	Check	the Appropri	late Box if	a Membe	r of a Group (Se	e Instructi	ons)
	(a	) [ ]		(b) [3	K] 		
(3)	SE(	C Use Only					
(4)	Ci <sup>.</sup>	tizenship or	Place of O	rganizat	ion: United Sta	ites	
		Shares Benefi Reporting Per	-		Sole Voting Pov	ver:	0,4
				(6)	Shared Voting B		2,577,611
				(7)	Sole Dispositiv	e Power:	0 4
				(8)	Shared Disposit	tive Power:	2,577,611*
(9)	Aggre	gate Amount E	Beneficially	y Owned	oy Each Reportin	ng Person:	
		2,577,611*					
(10)		if the Aggreuctions): N	-	t in Row	(9) Excludes Ce	ertain Share	s (See

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

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

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\*Based on 23,476,786 shares of the common stock, par value \$0.01 per share (the "Shares"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of October 28, 2008, as disclosed in the Company's Quarterly Report on Form 10-0 for the fiscal guarter ended September 30, 2008. 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, 2008, the Partnerships collectively owned 2,577,611 shares of Virtusa Corporation common stock, par value \$0.01 per share (the "Common Stock"), or 11% of those shares of 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, 2008, the Management Persons may be deemed to beneficially own 2,577,611 shares of the Common Stock, or 11% of those shares of 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)			T D G	T1	

(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]

	0 0			
(3)	SEC Use Only			
(4)	Citizenship or Place of Orga	nizat	ion: United States	
	er of Shares Beneficially Owned Each Reporting Person With		Sole Voting Power:	0*
		(6)	Shared Voting Power:	
		(7)	Sole Dispositive Power:	0 *
		(8)	Shared Dispositive Power:	2,577,611*
(9)	Aggregate Amount Beneficially O	wned	by Each Reporting Person:	
	2,577,611*			
	Check if the Aggregate Amount i Instructions): N/A  Percent of Class Represented by			s (See
(12)	Type of Reporting Person (See I	nstru	ctions): IN	
"Sha outs Repo Rive LP ( Frie CR X XI") Dint	ed on 23,476,786 shares of the res"), of Virtusa Corporation, tanding as of October 28, 2008, rt on Form 10-Q for the fiscal r XI GP, LLC ("CR XI GP LLC") is "CR XI GP LP"). CR XI GP LLC is nds XI-A, LP ("CRF XI-A") and I GP LP is the general partner. Each of Izhar Armony, Christo ersmith, Bruce I. Sachs, Willier of CR XI GP LLC. CRP XI, C	a D as quart the also Charl of Ch pher am P.	elaware 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	"Company"), s Quarterly 08. Charles River XI GP, arles River "CRF XI-B"). XI, LP ("CRP Jr., Ted R. s a managing

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, 2008, the Management Persons may be deemed to beneficially own 2,577,611 shares of the Common Stock, or 11% of those shares of 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.

"Partnerships") form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. As of December 31, 2008, the Partnerships collectively owned 2,577,611 shares of Virtusa Corporation common stock, par value \$0.01 per share (the "Common Stock"), or 11% of those shares of Common Stock deemed issued and outstanding as of that date. For the purposes of Rule 13d-3 under the

CUSI	IP No.	92	827P10	2																
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	Mich	ael	J. Za	k																
(2)	Check	 th	e Appr	 opriat	 e Box i	 f a Me	embe	er	of	 E a	Gro	 up	(See	 e Ir	 nsti	ruct	ion	s)		
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(3)	SE	C U	se Onl																	
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(12)	Туре	of :	Report	ing Pe	rson (S	ee Ins	stru	ıct	tic	ons)	:	IN								
"Sha outs Repo Rive LP ( Frie CR )	ares"), standin ort on er XI G ("CR XI ends X XI GP L	o Form F, GP I-A	f Virt as of m 10-Q LLC (" LP"). , LP s the	usa C Octobe for t CR XI CR X ("CRF genera	res of orporat r 28, 2 he fisc GP LLC" I GP LL XI-A") l part ny, Chr	ion, 008, al qu ) is t C is a and Ch	a Do as d uarte the d also narle	di di ge ge tes	laver energene the	vare clos ende eral e ge Rive	e c sed d L pa ener er F Riv	orpoin Seportno al ries	orat the temb er o par nds Par	tior e ( per of ( rtne XI- rtne	Comp 3(Char er c -B,	(the pany), 2 cless of C	''s ''s '008 ''S Char ("C	Com Qu ver les	npang larte Chai XI XI-l XI-l	y"), erly rles GP, iver B").

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, 2008, the Partnerships collectively owned 2,577,611 shares of Virtusa Corporation common stock, par value \$0.01 per share (the "Common Stock"), or 11% of those shares of 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, 2008, the Management Persons may be deemed to beneficially own 2,577,611 shares of the Common Stock, or 11% of those shares of 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

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(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, 2008): 2,577,611\*
  - (b) Percent of Class (as of December 31, 2008): 11%\*
  - (c) Number of Shares as to which the person has:
    - (i) sole power to vote or to direct the vote 0\*
    - (ii) shared power to vote or to direct the vote 2,577,611\*
    - (iii) sole power to dispose or to direct the disposition of  $$0^{\star}$$
    - (iv) shared power to dispose or to direct the
       disposition of 2,577,611\*
- 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(d).

\*Based on 23,476,786 shares of the common stock, par value \$0.01 per share (the "Shares"), of Virtusa Corporation, a Delaware corporation (the "Company"), outstanding as of October 28, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2008. 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, 2008, the Partnerships collectively owned 2,577,611 shares of Virtusa Corporation common stock, par value \$0.01 per share (the "Common Stock"), or 11% of those shares of 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, 2008, the Management Persons may be deemed to beneficially own 2,577,611 shares of the Common Stock, or 11% of those shares of 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.

February 17, 2009

/s/ Lisa B. Haines

Lisa B. Haines 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

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

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 to which this Appendix A is attached is filed on behalf of each of them, respectively.

/s/ Lisa B. Haines

----- February 17, 2009

Lisa B. Haines as attorney-in-fact for Charles River XI GP, LLC, general partner of Charles River Friends XI-A, LP

/s/ Lisa B. Haines

----- February 17, 2009

Lisa B. Haines as attorney-in-fact for Charles River XI GP, LLC, general partner of Charles RiverFriends XI-B, LP

/s/ Lisa B. Haines

----- February 17, 2009

Lisa B. Haines as attorney-in-fact for Charles River XI GP, LLC, general partner of Charles River XI GP, LP

•

Lisa B. Haines as attorney-in-fact for

Charles River XI GP, LLC

/s/ Lisa B. Haines

----- February 17, 2009

Lisa B. Haines as attorney-in-fact for

Izhar Armony

/s/ Lisa B. Haines

----- February 17, 2009

Lisa B. Haines as attorney-in-fact for

Christopher Baldwin

/s/ Lisa B. Haines February 17, 2009 Lisa B. Haines as attorney-in-fact for Richard M. Burnes, Jr. /s/ Lisa B. Haines February 17, 2009 Lisa B. Haines as attorney-in-fact for Ted R. Dintersmith CUSIP No. 64111N101 /s/ Lisa B. Haines February 17, 2009 Lisa B. Haines as attorney-in-fact for Bruce I. Sachs /s/ Lisa B. Haines \_\_\_\_\_ February 17, 2009 Lisa B. Haines as attorney-in-fact for William P. Tai /s/ Lisa B. Haines February 17, 2009 \_\_\_\_\_ Lisa B. Haines as attorney-in-fact for

Michael J. Zak