VIRTUSA CORP Form SC 13G/A February 11, 2013

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

#### SCHEDULE 13G

(Rule 13d-102)

## INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),

(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 3)\*

## VIRTUSA CORPORATION

(Name of Issuer)

## COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

#### 92827P102

(CUSIP Number)

## **DECEMBER 31, 2012**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

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).

<sup>\*</sup>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.

1.		Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)			
	Sigma Partners V, L.P.				
2.	Check the Appropriate (a) (b)	e Box if a Member of a G o x (1)	roup (See Instructions)		
3.	SEC Use Only				
4.	Citizenship or Place of Organization Delaware, United States of America				
Name have a C	5.		Sole Voting Power 0		
Number of Shares Beneficially Owned by	6.		Shared Voting Power 0		
Each Reporting Person With:	7.		Sole Dispositive Power 0		
	8.		Shared Dispositive Power 0		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0				
10.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Repre	esented by Amount in Ro	w (11)		
12.	Type of Reporting Per PN	rson (See Instructions)			

<sup>(1)</sup> This Schedule 13G is filed by Sigma Partners V, L.P. ( SPV ), Sigma Associates V, L.P. ( SAV ) and Sigma Investors V, L.P. ( SIV ), Sigma Management V, L.L.C. ( SMV and, together with SPV, SAV and SIV, the Sigma Entities ). The Sigma Entities expressly disclaim status as a group for purposes of this Schedule 13G.

1.	Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)				
	Sigma Associates V, L.P.				
2.	Check the Appropriate Box if a (a) (b)	Member of a Group (See a o x (1)	Instructions)		
3.	SEC Use Only				
4.	Citizenship or Place of Organization Delaware, United States of America				
Number of	5.		Sole Voting Power 0		
Shares Beneficially Owned by	6.		Shared Voting Power 0		
Each Reporting Person With:	7.		Sole Dispositive Power 0		
	8.		Shared Dispositive Power 0		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0				
10.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row (11) 0.0%				
12.	Type of Reporting Person (See PN	Instructions)			

<sup>(1)</sup> This Schedule 13G is filed by Sigma Partners V, L.P. ( SP V ), Sigma Associates V, L.P. ( SA V ) and Sigma Investors V, L.P. ( SI V ), Sigma Management V, L.L.C. ( SM V and, together with SP V, SA V and SI V, the Sigma Entities ). The Sigma Entities expressly disclaim status as a group for purposes of this Schedule 13G.

1.	Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)				
	Sigma Investors V, L.P.				
2.	Check the Appropriate Box is (a) (b)	f a Member of a Group (See o x (1)	Instructions)		
3.	SEC Use Only				
4.	Citizenship or Place of Organization Delaware, United States of America				
N. I. C	5.		Sole Voting Power 0		
Number of Shares Beneficially Owned by	6.		Shared Voting Power 0		
Each Reporting Person With:	7.		Sole Dispositive Power 0		
Terson with.	8.		Shared Dispositive Power 0		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0				
10.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row (11) 0.0%				
12.	Type of Reporting Person (Se	ee Instructions)			

<sup>(1)</sup> This Schedule 13G is filed by Sigma Partners V, L.P. ( SP V ), Sigma Associates V, L.P. ( SA V ) and Sigma Investors V, L.P. ( SI V ), Sigma Management V, L.L.C. ( SM V and, together with SP V, SA V and SI V, the Sigma Entities ). The Sigma Entities expressly disclaim status as a group for purposes of this Schedule 13G.

1.	Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)				
	Sigma Management V, L.L.C.				
2.	Check the Appropriate Box if a (a) (b)	f a Member of a Group (See Instructions) o x (1)			
3.	SEC Use Only				
4.	Citizenship or Place of Organization Delaware, United States of America				
N. I. C	5.		Sole Voting Power		
Number of Shares Beneficially Owned by	6.		Shared Voting Power 0		
Each Reporting Person With:	7.		Sole Dispositive Power 0		
	8.		Shared Dispositive Power 0		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0				
10.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row (11) 0.0% (3)				
12.	Type of Reporting Person (See OO	Instructions)			

<sup>(1)</sup> This Schedule 13G is filed by Sigma Partners V, L.P. ( SP V ), Sigma Associates V, L.P. ( SA V ) and Sigma Investors V, L.P. ( SI V ), Sigma Management V, L.L.C. ( SM V and, together with SP V, SA V and SI V, the Sigma Entities ). The Sigma Entities expressly disclaim status as a group for purposes of this Schedule 13G.

#### CUSIP No. 411307 10 1

Item 1(a) Name of Issuer

Virtusa Corporation

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

2000 West Park Drive

Westborough, Massachusetts 01581

Item 2(a) Name of Person Filing

Sigma Partners V, L.P. ( SP V )

Sigma Associates V, L.P. ( SA V )

Sigma Investors V, L.P. ( SI V )

Sigma Management V, L.L.C. ( SM V )

Item 2(b) Address of Principal Business Office or, if none, Residence

1600 El Camino Real, Suite 280

Menlo Park, CA 94025

Item 2(c) Citizenship

SP V - Delaware, United States of America

SA V - Delaware, United States of America

SI V - Delaware, United States of America

SM V - Delaware, United States of America

Item 2(d) Title of Class of Securities

Common Stock

Item 2(e) CUSIP Number

92827P102

Item 3 Not applicable.

CUSIP No. 411307 10 1

#### Item 4 Ownership

Sigma Entity	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class
SP V	0	0	0	0	0	0	0.0%
SA V	0	0	0	0	0	0	0.0%
SI V	0	0	0	0	0	0	0.0%
SM V	0	0	0	0	0	0	0.0%

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6 Ownership of More than Five Percent 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** 

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

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Item 10 Certification

Not applicable.

## **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 7, 2013 SIGMA PARTNERS V, L.P.

BY: SIGMA MANAGEMENT V, L.L.C.

ITS: GENERAL PARTNER

By: /s/ Robert E. Davoli

Robert E. Davoli Managing Director

SIGMA ASSOCIATES V, L.P.

BY: SIGMA MANAGEMENT V, L.L.C.

ITS: GENERAL PARTNER

By: /s/ Robert E. Davoli

Robert E. Davoli Managing Director

SIGMA INVESTORS V, L.P.

BY: SIGMA MANAGEMENT V, L.L.C.

ITS: GENERAL PARTNER

By: /s/ Robert E. Davoli

Robert E. Davoli Managing Director

SIGMA MANAGEMENT V, L.L.C.

By: /s/ Robert E. Davoli

Robert E. Davoli Managing Director

CUSIP No. 411307 10 1

## EXHIBIT INDEX

## Exhibit No.

Agreement pursuant to 13d-1(k)(1) among Sigma Partners V, L.P., Sigma Associates V, L.P., Sigma Investors V, L.P. and Sigma Management V, L.L.C.

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