(Street) **NEW YORK**

(City)

FORM 4

(State)

10020

(Zip)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 0.5

6. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person

X Form filed by More than One Reporting Person

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		NT OF CHANGES IN BENEFICIAL OWNE		OMB Number: Estimated avera hours per respon	•	
		or Section 30(h) of the Investment Company Act of 1940		-		
1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol VIRTUSA CORP [VRTU]		onship of Rep all applicable)	porting Person(s	s) to Issuer
Orogen Viper LLC			X	Director		10% Owner
			┙	Officer (give	e title	Other (specify
(Last) (First) (N	Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)		below)
C/O THE OROGEN GROUP LLC		02/11/2021				
ONE DOCKEER LED DI AZA SHITE	3020					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			Disposed Of (D) (Instr. 3, 4 and 5)		nsaction Disposed Of (D) (Instr. 3, 4 a		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(IIIsu. 4)	
Common Stock	02/11/2021		С		3,031,226	A	\$0.0000	3,045,856(1)	I	See Footnotes ⁽²⁾⁽³⁾	
Common Stock	02/11/2021		D		3,045,856	D	\$51.35	0.00(4)	I	See Footnotes ⁽²⁾⁽³⁾	

4. If Amendment, Date of Original Filed (Month/Day/Year)

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deri Seci Acq (A) (Disp of (E	umber vative urities uired or oosed O) (Instr. and 5)	Expiration Date Securities Underlying (Month/Day/Year) Security		Expiration Date (Month/Day/Year)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
3.875% Series A Convertible Preferred Stock ⁽²⁾	\$35.63	02/11/2021	02/11/2021	С			70,000	05/03/2017	05/03/2024	Common Stock	1,964,684	\$0	0	I	SEE FOOTNOTE ⁽²⁾⁽³⁾
3.875% Series A-1 Convertible Preferred Stock ⁽²⁾	\$35.63	02/11/2021	02/11/2021	С			38,000	05/03/2017	05/03/2024	Common Stock	1,066,542	\$0	0	I	SEE FOOTNOTE ⁽²⁾⁽³⁾

1. Name and Address of Reporting Person*								
<u>Orogen Viper LLC</u>								
(Last)	(First)	(Middle)						
C/O THE OROG	C/O THE OROGEN GROUP LLC							
ONE ROCKEFE	LLER PLAZA SU	ITE 3020						
(Street)								
NEW YORK	NY	10020						
(City)	(State)	(Zip)						
1. Name and Address	s of Reporting Person	*						
Orogen Group	LLC							
<i>a</i>	(5: 1)	46111.						
(Last)	(First)	(Middle)						
	EN GROUP LLC							
ONE ROCKEFE	LLER PLAZA SU	TTE 3020						
(Street)								
NEW YORK	NY	10020						
(Cit.)	(Ctata)	(7in)						
(City)	(State)	(Zip)						
	s of Reporting Person	*						
Orogen Holdi	ngs LLC							

(Last)	(First)	(Middle)
C/O THE OROGE		
ONE ROCKEFEL	LER PLAZA SUITE 3	3020
(Street) NEW YORK	NY	10020
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
PANDIT VIKE	RAM S	
(Last)	(First)	(Middle)
C/O THE OROGE ONE ROCKEFEL	IN GROUP LLC LER PLAZA SUITE 3	3020
(Street)		
NEW YORK	NY	10020
(City)	(State)	(Zip)
1. Name and Address <u>Atairos-Oroger</u>	of Reporting Person* 1 Holdings, LLC	
(Last)	(First)	(Middle)
C/O ATAIROS MA 40 MORRIS ROA	ANAGEMENT, L.P. D	
(Street) BRYN MAWR	PA	19010
(City)	(State)	(Zip)
Name and Address		(- /
Atairos Group,		
(Last)	(First)	(Middle)
C/O ATAIROS MA	ANAGEMENT, L.P.	
40 MORRIS ROA	D	
(Street) BRYN MAWR	PA	19010
(City)	(State)	(Zip)
Name and Address		()
Atairos Partner		
(Last)	(First)	(Middle)
	ANAGEMENT, L.P.	()
(Street)		
BRYN MAWR	PA	19010
(City)	(State)	(Zip)
1. Name and Address <u>Atairos Partner</u>		
(Last)	(First)	(Middle)
	ANAGEMENT, L.P.	
40 MORRIS ROA	D	
(Street) BRYN MAWR	PA	19010
(City)	(State)	(Zip)
Name and Address Angelakis Mic		
(Last)	(First)	(Middle)
C/O ATAIROS MA 40 MORRIS ROA	ANAGEMENT, L.P. D	
(Stroot)		
(Street)		

BRYN MAWR	PA	19010	
(City)	(State)	(Zip)	

Explanation of Responses:

- 1. The reported securities include (i) 3,031,226 shares of common stock ("Common Stock") of Virtusa Corporation (the "Issuer") acquired upon the conversion of the 70,000 shares of the Issuer's 3.875% Series A Convertible Preferred Stock and 38,000 shares of the Issuer's 3.875% Series A-1 Convertible Preferred Stock (together, the "Convertible Preferred") that were directly owned by Orogen Viper LLC ("OV") and (ii) 14,630 shares of Issuer common stock in respect of grants of restricted stock units granted under the Issuer's Fourth Amended and Restated Director Compensation Policy (or its applicable predecessors) and 2015 Stock Option and Incentive Plan.
- 2. Vikram S. Pandit ("Mr. Pandit") is the Chairman and Chief Executive Officer of OV, which directly owned the Convertible Preferred and therefore became the direct owner of the underlying Common Stock of the Issuer that were acquired upon conversion of the Convertible Preferred. The Orogen Group LLC ("Orogen") is the sole member of OV and Orogen Holdings LLC and Atairos-Orogen Holdings, LLC are the members of Orogen and jointly control the investment decisions of Orogen. Mr. Pandit controls a majority of the voting power of Orogen Holdings LLC. Atairos Group, Inc. ("Atairos") is the sole voting shareholder of Atairos-Orogen Holdings, LLC Michael Angelakis ("Mr. Angelakis") is the Chairman and Chief Executive Officer of Atairos and directly or indirectly controls a majority of the voting power of Atairos Partners GP, Inc., which, in turn, is the general partner of Atairos Partners L.P., the sole voting shareholder of Atairos.
- 3. Because of an arrangement among the Reporting Persons with respect to the equity grants received by Mr. Pandit in his capacity as a director of the Issuer, each Reporting Person may be deemed to have beneficial ownership of the reported securities, provided that each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- 4. On February 11, 2021, pursuant to the terms of the Merger Agreement, dated as of September 9, 2020, by and among Austin HoldCo Inc., a Delaware corporation (that is owned by Baring Private Equity Asia), Austin BidCo Inc., a Delaware corporation and a wholly owned subsidiary of Parent and the Issuer, the Reporting Persons' equity interests in the Issuer were canceled and thus delivered back to the Issuer, and converted into the right to receive \$51.35 in cash and the Reporting Persons disposed of all of their equity securities in the Issuer in connection with the completion of the transactions contemplated by the Merger Agreement.

	, ,
By: OROGEN VIPER LLC, by THE OROGEN GROUP LLC, its sole member, by /s/ Vikram S. Pandit, Chairman and Chief Executive Officer	02/11/2021
By: THE OROGEN GROUP LLC, by /s/ Vikram S. Pandit, Chairman and Chief Executive Officer	02/11/2021
By: OROGEN HOLDINGS LLC, by /s/ Vikram S. Pandit, Manager	02/11/2021
By: /s/ VIKRAM S. PANDIT	02/11/2021
By: ATAIROS-OROGEN HOLDINGS, LLC, by /s/ David L. Caplan, Vice President	02/11/2021
By: ATAIROS GROUP, INC., by /s/ David L. Caplan, Vice President and General Counsel	02/11/2021
By: ATAIROS PARTNERS, L.P., by ATAIROS PARTNERS GP, INC., its general partner, by /s/ David L. Caplan, Vice President	02/11/2021
By: ATAIROS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President	02/11/2021
By:/s/ MICHAEL J. ANGELAKIS	02/11/2021
** Signature of Reporting Person	Date

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

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.