

VIRTUS INVESTMENT PARTNERS, INC.

Form SC 13D/A

January 19, 2012

[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)

Virtus Investment Partners, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

92828Q109

(CUSIP Number)

Edgar Filing: VIRTUS INVESTMENT PARTNERS, INC. - Form SC 13D/A

Bank of Montreal

Colleen Hennessy

111 W. Monroe Street

Chicago, IL 60603

Tel. No.: (312) 461-7745

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 6, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

* 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 disclosures provided in a prior cover page. The information required on 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).

Table of Contents

CUSIP No. 92828Q109

1 NAMES OF REPORTING PERSONS

2 Bank of Montreal
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 WC*
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7 SOLE VOTING POWER

NUMBER OF

SHARES **8** 1,727,746
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **9** 0
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON **10** 1,727,746
SHARED DISPOSITIVE POWER

WITH

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,727,746 **
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.0%
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC,BK

* The source of funds for acquiring 45,000 shares of Series B Voting Convertible Preferred Stock of the issuer (Preferred Stock) was the working capital of BMO Bankcorp, Inc. (BMO Bankcorp), a wholly-owned subsidiary of BMO Financial Corp. (BFC), which is a wholly-owned subsidiary of Bank of Montreal (BMO), and together with BFC, the Reporting Persons). 378,446 shares of common stock of the issuer (Common Stock) owned by the Reporting Persons were acquired by converting 9,783 shares of the Preferred Stock held by BMO Bankcorp on August 5, 2010. On November 30, 2011, BMO Bankcorp was dissolved and all Common Stock and Preferred Stock held by BMO Bankcorp was transferred to BFC. 1,349,300 shares of Common Stock owned by the Reporting Persons were acquired by converting the remaining 35,217 shares of Preferred Stock on January 6, 2012.

** This number does not include 291 shares of Common Stock held by sub-advisors of Harris myCFO Investment Advisory Services, LLC (myCFO, a wholly-owned subsidiary of BFC) in the name of clients of myCFO.

Table of Contents

CUSIP No. 92828Q109

1 NAMES OF REPORTING PERSONS.

2 BMO Financial Corp.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 WC*
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES **8** 1,727,746
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **9** 0
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON **10** 1,727,746
SHARED DISPOSITIVE POWER

WITH

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,727,746 **
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.0%
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

- * The source of funds for acquiring 45,000 shares of Series B Voting Convertible Preferred Stock of the issuer (Preferred Stock) was the working capital of BMO Bankcorp, Inc. (BMO Bankcorp), a wholly-owned subsidiary of BMO Financial Corp. (BFC), which is a wholly-owned subsidiary of Bank of Montreal (BMO), and together with BFC, the Reporting Persons). 378,446 shares of common stock of the issuer (Common Stock) owned by the Reporting Persons were acquired by converting 9,783 shares of the Preferred Stock held by BMO Bankcorp on August 5, 2010. On November 30, 2011, BMO Bankcorp was dissolved and all Common Stock and Preferred Stock held by BMO Bankcorp was transferred to BFC. 1,349,300 shares of Common Stock owned by the Reporting Persons were acquired by converting the remaining 35,217 shares of Preferred Stock on January 6, 2012.
- ** This number does not include 291 shares of Common Stock held by sub-advisors of myCFO in the name of clients of myCFO.

Table of Contents

TABLE OF CONTENTS

Introductory Statement

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to be Filed as Exhibits

SIGNATURE

Table of Contents

Introductory Statement and Explanatory Note

On January 17, 2012, BFC (using its former legal name, Harris Financial Corp.) erroneously filed a Schedule 13G with the Securities and Exchange Commission with respect to the Issuer. The Schedule 13G should be disregarded in its entirety, and this Schedule 13D, as amended, shall continue to remain in effect.

This Third Amendment to Schedule 13D (this Amendment) is being filed to amend certain information provided in the Schedule 13D filed by the Reporting Persons on January 12, 2009, as amended on August 20, 2010 and further amended on November 15, 2011 (the Original Filing). Any capitalized term used in this Amendment but not defined herein shall have the meaning given to such term in the Original Filing. This Amendment supplements or amends certain items in the Original Filing as indicated below.

On November 30, 2011, BMO Bankcorp was dissolved and all of its assets and liabilities were transferred to its parent, BFC. Unless otherwise specified, all other information in the Original Filing remains unchanged.

Item 1. Security and Issuer

There are no changes to Item 1 of the Original Filing.

Item 2. Identity and Background

This Amendment amends the Original Filing to provide a new Schedule A listing the name, residence or business address, position, present principal occupation or employment, the name and, if other than any Reporting Person, the principal business and address of any corporation or organization in which such employment is conducted and citizenship of each director and executive officer of each Reporting Person.

Table of Contents

In addition, the final paragraph of Item 2 in the Original Filing is deleted in its entirety and replaced with the following:

During the last five years, none of the Reporting Persons and, to the best of the Reporting Persons' knowledge, none of the persons listed on Schedule A attached hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Because of the dissolution of BMO Bankcorp, Inc. as described above, all references to BMO Bankcorp in Item 2 of the Original Filing are stricken.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Original Filing is hereby amended by deleting the first paragraph.

Item 3 of the Original Filing is hereby amended by deleting the final paragraph of such item and replacing it with the following:

On August 5, 2010, Harris exercised its right to convert 9,783 shares of Series B Preferred Stock into 378,446 shares of Common Stock. In connection with the dissolution of BMO Bankcorp on November 30, 2011, BMO Bankcorp's remaining Series B Preferred Stock and its Common Stock were transferred to BFC. On January 6, 2012, BFC converted all shares of its Series B Preferred Stock pursuant to the Series B Conversion in accordance with the terms of the Conversion and Voting Agreement (each as defined below in Item 4). No consideration was paid by BMO, BFC, BMO Bankcorp or any of their subsidiaries with respect to the conversions described in this paragraph.

Item 4. Purpose of Transaction

Item 4 is hereby supplemented with the following information:

In connection with the dissolution of BMO Bankcorp on November 30, 2011, BMO Bankcorp's remaining Series B Preferred Stock and its Common Stock were transferred to BFC.

On January 6, 2012, BFC converted all shares of its Series B Preferred Stock pursuant to the Series B Conversion in accordance with the terms of the Conversion and Voting Agreement. As a result, BMO, BFC and BMO Bankcorp no longer own Series B Preferred Stock or have any rights with respect to Series B Preferred Stock.

Item 5. Interest in Securities of the Issuer

Item 5 of the Original Filing is hereby deleted in its entirety and replaced with the following:

- (a) As of the date of this Statement on Schedule 13D, the Reporting Persons beneficially own 1,727,746 shares of Common Stock.
- (b) The Reporting Persons have the sole power to vote and dispose of the 1,727,746 shares of Common Stock that they beneficially own.
- (c) In connection with the dissolution of BMO Bankcorp on November 30, 2011, BMO Bankcorp's remaining Series B Preferred Stock and its Common Stock were transferred to BFC. On January 6, 2012, BFC converted all shares of its Series B Preferred Stock pursuant to the Series B Conversion in accordance with the terms of the Conversion and Voting Agreement.
- (d) Not applicable.
- (e) Not applicable.

Table of Contents

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Original Filing is hereby amended by incorporating by reference the information set forth in Items 4 and 5 hereof.

Item 7. Material to be Filed as Exhibits

None.

Table of Contents**SCHEDULE A****DIRECTORS AND EXECUTIVE OFFICERS OF****BANK OF MONTREAL**

(as of January 1, 2012)

The name, address, position, present principal occupation or employment of each of the directors and executive officers of Bank of Montreal (BMO) are set forth below.

| Name | Address | Position/Principal Occupation/Employment | Citizenship |
|----------------------|--|---|-----------------------------|
| Robert Murray Astley | 574 Strathmere Court Waterloo, Ontario, Canada N2T 2K2 | Director of BMO; Corporate Director | Canadian |
| David Ross Beatty | c/o Beatinvest Limited 98 Teddington Park Toronto, Ontario, Canada M4N 2C8 | Director of BMO; Chairman and Chief Executive Officer of Beatinvest Limited, an investment services company | Canadian |
| Sophie Brochu | c/o Gaz Métro 1717 Du Havre Montreal, Quebec, Canada H2K 2X3 | Director of BMO, President and Chief Executive Officer of Gaz Métro, a utilities company | Canadian |
| Robert Chevrier | c/o Société de gestion Roche Inc. 200, Avenue des Sommets, Apt 2001 Ile des Soeurs, Verdun, Quebec, Canada H3E 2B4 | Director of BMO; President of Société de gestion Roche Inc., a management and investment company | Canadian |
| George A. Cope | c/o Bell Canada 483 Bay Street, 9 th Floor South Tower Toronto, Ontario, Canada M5G 2C9 | Director of BMO; President and Chief Executive Officer of BCE Inc. and Bell Canada, each a telecommunications company | Canadian |
| William A. Downe | c/o Bank of Montreal, 100 King Street West, 1 First Canadian Place, 24 th Floor Toronto, Ontario, Canada M5X 1A1 | Director, President and Chief Executive Officer of BMO; Director and Vice Chairman of the Board of Directors of BMO Financial Corp. | American and Canadian |
| Christine A. Edwards | 35 W. Wacker Drive Chicago, IL 60601 | Director of BMO; Partner, Winston & Strawn LLP, a law firm | American |
| Ronald Farmer | 2 Devon Court | | Canadian |

Edgar Filing: VIRTUS INVESTMENT PARTNERS, INC. - Form SC 13D/A

| | | | |
|----------------|---|--|----------|
| | Markham, Ontario, Canada L6C 1B3 | Director of BMO; Managing Director of Mosaic Capital Partners, a Toronto-based holding company with interests in several private companies | |
| David Galloway | c/o Bank of Montreal 100 King Street West, 1 First Canadian Place, 24 th Floor Toronto, Ontario, Canada M5X 1A1 | Director and Chairman of the Board of Directors of BMO; Director of BMO Financial Corp. | Canadian |

Table of Contents

| Name | Address | Position/Principal | Citizenship |
|-------------------|---|---|-----------------------------|
| Harold N. Kvisle | c/o TransCanada Corporation 450 1 st St. SW Calgary, Alberta, Canada T2P 5H1 | Director of BMO; Former President and Chief Executive Officer of TransCanada Corporation, a North American energy company focused on natural gas transmission and power generation | Canadian |
| Bruce H. Mitchell | c/o Permian Industries Limited First Canada Place, Suite 5330, Box 183 Toronto, Ontario, Canada M5X 1A6 | Director of BMO; President and Chief Executive Officer of Permian Industries Limited, a management and holding company with interests in the North American food processing and technology industries | Canadian |
| Philip S. Orsino | 68 Yorkville Avenue Suite 205 Toronto, Ontario, Canada M5R 3V7 | Director of BMO; President of Jeld-Wen, a building services company | Canadian |
| Martha C. Piper | 6028 Chancellor Boulevard Vancouver, British Columbia, Canada V6T 1E7 | Director of BMO; Corporate Director | American and Canadian |
| Robert Prichard | c/o Torys LLP 79 Wellington St. West Suite 3000, Box 279 TD Centre Toronto, Ontario, Canada M5K 1N2 | Director of BMO; Chair of Torys LLP, a law firm | British and Canadian |
| Guylaine Saucier | 1000 rue de la Gauchetiere Ouest #2500 Montreal, Quebec, Canada H3B 0A2 | Director of BMO; Corporate Director | Canadian |
| Don M. Wilson III | 543 North Street Greenwich, Connecticut 06830 | Director of BMO; Corporate Director | American |
| Jean-Michel Ares | 100 King Street West, 1 First Canadian Place, 24 th Floor Toronto, Ontario, Canada M5X 1A1 | Group Head, Technology and Operations | Canadian |
| Simon Fish | c/o Bank of Montreal 100 King Street West, 1 First Canadian Place, 21 st Floor | Executive Vice President and General Counsel of BMO Financial Group | British |

Edgar Filing: VIRTUS INVESTMENT PARTNERS, INC. - Form SC 13D/A

| | | | |
|---------------|---|---|----------|
| Surjit Rajpal | Toronto, Ontario, Canada M5X 1A1 c/o Bank of Montreal 100 King Street West, 1 First Canadian Place, 24 th Floor Toronto, Ontario, Canada M5X 1A1 | Executive Vice President and Chief Risk Officer of BMO Financial Group | Canadian |
|---------------|---|---|----------|

Table of Contents

| Name | Address | Position/Principal | Citizenship |
|----------------------|---|--|--------------------|
| Thomas Voysey Milroy | c/o Bank of Montreal 100 King Street West, 1 First Canadian Place, 4 th Floor Toronto, Ontario, Canada M5X 1A1 | Chief Executive Officer of BMO Capital Markets, BMO Financial Group | Canadian |
| Gilles G. Ouellette | c/o Bank of Montreal 100 King Street West, 1 First Canadian Place, 49 th Floor Toronto, Ontario, Canada M5X 1A1 | President and Chief Executive Officer of Private Client Group of BMO | Canadian |
| Richard Rudderham | c/o Bank of Montreal 100 King Street West, 1 First Canadian Place, 68 th Floor Toronto, Ontario, Canada M5X 1A1 | Executive Vice President, Head of Human Resources, BMO Financial Group | Canadian |
| Thomas E. Flynn | c/o Bank of Montreal 100 King Street West, 1 First Canadian Place, 24 th Floor Toronto, Ontario, Canada M5X 1A1 | Chief Financial Officer of BMO Financial Group | Canadian |
| Franklin J. Techar | c/o Bank of Montreal 55 Bloor Street West, 16 th floor Toronto, Ontario, Canada M4W 3N5 | President and Chief Executive Officer, Personal and Commercial Banking Canada of BMO Financial Group | American |
| Douglas B. Stotz | c/o Bank of Montreal 100 King Street West, 1 First Canadian Place, 28 th Floor Toronto, Ontario, Canada M5X 1A1 | Chief Marketing Officer, BMO Financial Group | American |
| Mark F. Furlong | c/o BMO Harris Bank 111 W. Monroe Street Chicago, IL 60603 | Director of BMO Financial Corp.; President and Chief Executive Officer of BMO Harris Bank N.A. | American |

Table of Contents**DIRECTORS AND EXECUTIVE OFFICERS OF****BMO FINANCIAL CORP.**

(as of January 1, 2012)

The name, address, position, present principal occupation or employment of each of the directors and executive officers of BMO Financial Corp. (BFC) are set forth below.

| Name | Address | Position/Principal Occupation/Employment | Citizenship |
|-------------------------|--|--|--------------------|
| Terry Bulger | c/o BMO Harris Bank 111 W. Monroe St. Chicago, IL 60603 | Executive Vice President, U.S. Risk Management and Chief Risk Officer of BFC | American |
| David R. Casper | c/o BMO Harris Bank 111 W. Monroe Street Chicago, IL 60603 | Executive Vice President, Commercial Banking Division of BFC | American |
| Ellen Costello | c/o BMO Harris Bank 111 W. Monroe Street Chicago, IL 60603 | Director, Chief Executive Officer, President and U.S. Country Head of BFC | American |
| Christopher J. McComish | c/o BMO Harris Bank 111 W. Monroe Street Chicago, IL 60603 | Executive Vice President of Personal Banking IL, IN, WI, KS and Co-Head of North American Specialized Sales of BFC | American |
| Pamela C. Piarowski | c/o BMO Harris Bank 111 W. Monroe Street Chicago, IL 60603 | Senior Vice President, Chief Financial Officer and Treasurer of BFC | American |
| Ann Benschoter | c/o BMO Harris Bank 111 W. Monroe St. Chicago, IL 60603 | Executive Vice President, Headquarters, U.S. Personal and Commercial Banking of BFC | American |
| Brad Chapin | c/o BMO Harris Bank 111 W. Monroe St. Chicago, IL 60603 | Executive Vice President of Personal Banking WI, MN, AZ and FL of BFC | American |
| Kenneth Krei | c/o BMO Harris Bank | | American |

Edgar Filing: VIRTUS INVESTMENT PARTNERS, INC. - Form SC 13D/A

| | | | |
|--------------------|--|--|----------|
| | 111 W. Monroe St. | Executive Vice President, Global Private Banking of BFC | |
| | Chicago, IL 60603 | | |
| Barry McInerney | c/o BMO Harris Bank | Co-CEO Global Asset Management of BFC | Canadian |
| | 111 W. Monroe St. | | |
| | Chicago, IL 60603 | | |
| William A. Downe | c/o Bank of Montreal, | Director, President and Chief Executive Officer of Bank of Montreal; Director of BFC | American |
| | 100 King Street West, | | and |
| | 1 First Canadian Place, | | Canadian |
| | 24 th Floor Toronto, Ontario, | | |
| | Canada M5X 1A1 | | |
| Mark F. Furlong | c/o BMO Harris Bank | Director of BFC; President and Chief Executive Officer, BMO Harris Bank N.A. | American |
| | 111 W. Monroe St. | | |
| | Chicago, IL 60603 | | |
| Stephen E. Bachand | 325 Ponte Vedra Blvd. | Director of BFC; former Director of Bank of Montreal; Corporate Director | American |
| | Ponte Vedra Beach, FL 32082 | | |

Table of Contents

| Name | Address | Position/Principal | Citizenship |
|---------------------------|---|--|--------------------|
| Pastora San Juan Cafferty | c/o University of Chicago School of Social Service Administration 969 East 60 th Street Chicago, IL 60637 | Director of BFC; Professor Emerita, University of Chicago | American |
| Frank M. Clark | c/o Commonwealth Edison 440 South LaSalle St., 33 rd Floor Chicago, IL 60605 | Chair of the Board of BFC; Chairman and CEO of Commonwealth Edison, a utilities company | American |
| Susan T. Congalton | c/o California Amforge Corp. 1520 Kensington Rd, Ste 112 Oak Brook, IL 60523 | Director of BFC; Chair and CEO of California Amforge Corp., a forgings production company | American |
| John W. Daniels Jr. | c/o Quarles & Brady LLP 411 East Wisconsin Ave. Milwaukee, WI 53202 | Director of BFC; Chairman, Quarles & Brady LLP, a law firm | American |
| Arnold Donald | 7 Huntleigh Woods St. Louis, MO 63131 | Director of BFC; President and CEO of the Executive Leadership Council, a non-profit organization | American |
| David Galloway | c/o Bank of Montreal 100 King Street West, 1 First Canadian Place, 24 th Floor Toronto, Ontario, Canada M5X 1A1 | Director and Chairman of the Board of Directors of Bank of Montreal; Director of BFC | Canadian |
| David J. Lubar | c/o Lubar & Co. 700 North Water Street, Ste. 1200 Milwaukee, WI 53202 | Director of BFC; President, Lubar & Co., a private investment firm | American |
| Jerome A. Peribere | c/o Dow Advanced Materials 210 W. Washington Square Philadelphia, PA 19106 | Director of BFC; President and Chief Executive Officer of Dow Advanced Materials, a division of The Dow Chemical Company | French |
| John Rau | c/o Miami Corporation 410 North Michigan Ave., Ste. 590 Chicago, IL 60611 | Director of BFC; President and CEO of Miami Corporation, a distributor of automotive and marine interior and exterior trim products | American |

Edgar Filing: VIRTUS INVESTMENT PARTNERS, INC. - Form SC 13D/A

| | | | |
|-----------------------|--|--|----------|
| John S. Shiely | 15270 Briaridge Court Elm Grove, WI 53122 | Director of BFC; Chairman Emeritus, Briggs & Stratton Corporation, a manufacturer of gasoline engines for outdoor power equipment | American |
| Michael J. Van Handel | c/o Manpower Inc. 100 Manpower Place Milwaukee, WI 53212 | Director of BFC; Executive Vice President and Chief Financial Officer of Manpower Inc., an employment service provider | American |

Table of Contents

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.

Date: January 19, 2012

Bank of Montreal

/s/ Barbara Muir
Signature

Barbara Muir
Senior Vice President, Deputy General Counsel,
Corporate Affairs and Corporate Secretary

/s/ Karen Eastburn
Signature

Karen Eastburn
Assistant Corporate Secretary

BMO Financial Corp.

/s/ Pamela C. Piarowski
Signature

Pamela C. Piarowski
Senior Vice President

/s/ Colleen Hennessy
Signature

Colleen Hennessy
Assistant Corporate Secretary