

VIRTUS INVESTMENT PARTNERS, INC.  
Form 10-12B/A  
November 14, 2008

As filed with the Securities and Exchange Commission on November 14, 2008

File No. 001-10994

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**AMENDMENT NO. 2**

**TO**

**FORM 10**

GENERAL FORM FOR REGISTRATION OF SECURITIES

Pursuant to Section 12(b) or (g) of The Securities Exchange Act of 1934

**Virtus Investment Partners, Inc.\***

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

95-4191764  
(IRS Employer  
Identification No.)

56 Prospect Street

Hartford, CT 06102

(860) 403-7100

(Address, Including Zip Code, and Telephone Number, Including

Area Code, of Registrant's Principal Executive Offices)

*With copies to:*

**Virtus Investment Partners, Inc.**

**56 Prospect Street**

**Hartford, CT 06102**

**(860) 403-7100**

**Gary I. Horowitz, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

**(212) 455-2000**

**Securities to be registered pursuant to Section 12(b) of the Act:**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Code                            |                                      |  |                                | V   | Amount (D) Price  |  |   |

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

**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.**

SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|

(Instr. 3, 4,  
and 5)

|                              | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title                                   | Amount<br>or<br>Number<br>of<br>Shares |
|------------------------------|------|---|-----|-----|---------------------|--------------------|---|--|
|                              |      |   |     |     |                     |                    |   |  |
| Restricted<br>Stock<br>Units |      |   |     |     |                     |                    | Common<br>Stock,<br>\$1.25 par<br>value | 4,289                                  |
|                              |      |   |     |     | (1)                 | (1)                |   |  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Earl James F<br>350 POPLAR CHURCH ROAD<br>CAMP HILL, PA 17011 |               |           | X       |       |

## Signatures

By: A. Verona Dorch For: James  
F. Earl 05/13/2014

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Represents restricted stock units granted under the 1995 Non-Employee Directors' Stock Plan. Each restricted stock unit shall vest at the close of business on the earlier of (i) the first anniversary of the grant date or (ii) the annual meeting of the Issuer's stockholders in the year immediately following the year of the grant date. Each restricted stock unit will be settled promptly in Issuer Common Stock on a one-for-one basis following termination of the Reporting Person's service as a Director of the Issuer.

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. ttom"> Changes in and Disagreements with Accountants on Accounting and Financial Disclosure None

**ITEM 15. Financial Statements and Exhibits**

(a) List of Financial Statements

The following financial statements are included in the information statement and filed as part of this registration statement on Form 10:

(1) Unaudited Pro Forma Consolidated Financial Data of Virtus Investment Partners, Inc. as of and for the nine months ended September 30, 2008 and for the year ended December 31, 2007;

(2) Consolidated Financial Statements for Virtus Investment Partners, Inc., as of December 31, 2007 and 2006 and for the years ended December 31, 2007, 2006 and 2005, including the Report of Independent Registered Public Accounting Firm; and

(3) Unaudited Consolidated Financial Statements for Virtus Investment Partners, Inc. as of September 30, 2008 and December 31, 2007 and for the nine months ended September 30, 2008 and 2007.

(b) Exhibits. The following documents are filed as exhibits hereto:

| Exhibit Number | Exhibit Description  |
|----------------|--|
| 2.1*           | Form of Separation and Distribution Agreement between The Phoenix Companies, Inc. and Virtus Investment Partners, Inc.   |
| 3.1*           | Form of Amended and Restated Certificate of Incorporation of Virtus Investment Partners, Inc.  |
| 3.2*           | Form of Amended and Restated Bylaws of Virtus Investment Partners, Inc.  |
| 4.1*           | Specimen common stock certificate of Virtus Investment Partners, Inc.  |
| 4.2            | Certificate of Designations of Series A Non-Voting Convertible Preferred Stock and Series B Voting Convertible Preferred Stock of Virtus Investment Partners, Inc. (f/k/a Virtus Holdings, Inc.)   |
| 4.3*           | Rights Agreement between Virtus Investment Partners, Inc. and _____, as rights agent   |
| 10.1*          | Form of Transition Services Agreement between Virtus Investment Partners, Inc. and The Phoenix Companies, Inc.   |
| 10.2*          | Form of Tax Separation Agreement between Virtus Investment Partners, Inc. and The Phoenix Companies, Inc.  |
| 10.3*          | Form of Employee Matters Agreement between Virtus Investment Partners, Inc. and The Phoenix Companies, Inc.  |
| 10.4*          | Change in Control Agreement between George R. Aylward, Jr. and Virtus Investment Partners, Inc.  |
| 10.5           | Virtus Investment Partners, Inc. Omnibus Incentive and Equity Plan   |
| 10.6           | Virtus Investment Partners, Inc. Excess Investment Plan  |
| 10.7           | Virtus Investment Partners, Inc. Executive Severance Allowance Plan  |
| 10.8           | Investment and Contribution Agreement, dated October 30, 2008, by and among Phoenix Investment Management Company, Virtus Investment Partners, Inc. (f/k/a Virtus Holdings, Inc.), Harris Bankcorp, Inc. and The Phoenix Companies, Inc. |
| 21.1           | List of Subsidiaries of Virtus Investment Partners, Inc.   |
| 99.1           | Information Statement of Virtus Investment Partners, Inc., subject to completion, dated November 14, 2008  |

\* To be filed by amendment

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

VIRTUS INVESTMENT PARTNERS, INC.

By: /s/ George R. Aylward, Jr.

Name: George R. Aylward, Jr.

Title: President

Dated: November 14, 2008

**EXHIBIT INDEX**

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