

VIRTUS INVESTMENT PARTNERS, INC.
 Form 4
 January 05, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Phoenix Investment Management Co

2. Issuer Name and Ticker or Trading Symbol
 VIRTUS INVESTMENT PARTNERS, INC. [VRTS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2008

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

ONE AMERICAN ROW

(Street)

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

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

HARTFORD, CT 06102

(City) (State) (Zip)

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/31/2008 | | J(1) | V | 5,772,076 | D | (1) |
| | | | | | 0 | | D |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series B Voting Convertible Preferred Stock | (2) | 12/31/2008 | | J(2) | 35,217 | (2) | (2) | Common Stock | 1,349,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Phoenix Investment Management Co ONE AMERICAN ROW HARTFORD, CT 06102 | | X | | |
| PHOENIX COMPANIES INC/DE ONE AMERICAN ROW HARTFORD, CT 06102 | | X | | |

Signatures

/s/ Steven L. Bray, Vice President, on behalf of Phoenix Investment Management Company 01/05/2009

__Signature of Reporting Person Date

/s/ Steven L. Bray, Vice President, on behalf of The Phoenix Companies, Inc. 01/05/2009

__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).
- Five million seven-hundred-seventy-two thousand seventy-six (5,772,076) shares of common stock of Virtus Investment Partners, Inc. ("Virtus") were owned beneficially and of record by Phoenix Investment Management Company. The Phoenix Companies, Inc. ("Phoenix") is the sole stockholder of Phoenix Investment Management Company. On December 31, 2008, Phoenix distributed all of the shares of common stock of Virtus in a pro rata stock dividend to its stockholders of record on December 22, 2008. Each such stockholder received one share of common stock of Virtus for every twenty shares of common stock of Phoenix held on December 22, 2008.
- Each share of Series B Voting Convertible Preferred Stock is convertible at any time into 38.3139 shares of common stock, subject to customary anti-dilution provisions. There is no expiration date for conversion. On December 31, 2008, Phoenix Investment Management Company sold to Harris Bankcorp, Inc. thirty-five thousand two hundred seventeen (35,217) shares of Series B Voting Convertible Preferred Stock of Virtus.

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

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