

VIRTUS INVESTMENT PARTNERS, INC.  
Form 10-12B/A  
December 15, 2008

As filed with the Securities and Exchange Commission on December 15, 2008

File No. 001-10994

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

WASHINGTON, DC 20549

**AMENDMENT NO. 3**

**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)

|                                 |                     |
|---------------------------------|---------------------|
| <b>Delaware</b>                 | <b>95-4191764</b>   |
| (State or Other Jurisdiction of | (IRS Employer       |
| Incorporation or Organization)  | Identification No.) |

**100 Pearl St., 9<sup>th</sup> Floor**

**Hartford, CT 06103**

**(800) 248-7971**

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

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Area Code, of Registrant's Principal Executive Offices)

*With copies to:*

**Virtus Investment Partners, Inc.**

**100 Pearl St., 9<sup>th</sup> Floor**

**Hartford, CT 06103**

**(800) 248-7971**

**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:**

**Title of each Class to be so Registered**  
Common stock, par value \$.01 per share

Preferred Share Purchase Rights

**Name of Each Exchange on Which**

**Each Class is to be Registered**  
The NASDAQ Stock Market LLC

The NASDAQ Stock Market LLC

**Securities registered pursuant to Section 12(g) of the Act: None**

\*The registrant was formerly named Phoenix Investment Partners, Ltd.

**INFORMATION INCLUDED IN INFORMATION STATEMENT****AND INCORPORATED BY REFERENCE IN FORM 10****CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10**

This registration statement on Form 10 (the "Form 10") incorporates by reference information contained in the information statement filed as Exhibit 99.1 hereto (the "information statement"). The cross-reference table below identifies where the items required by Form 10 can be found in the information statement.

| <b>Item No.</b> | <b>Item Caption</b>   | <b>Location in Information Statement</b>   |
|-----------------|---|--|
| 1.              | Business  | Summary; Risk Factors and Business   |
| 2.              | Financial Information   | Summary Summary Consolidated Financial Data; Capitalization; Unaudited Pro Forma Consolidated Financial Data; Selected Consolidated Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operation  |
| 3.              | Properties  | Business Our Properties and Facilities   |
| 4.              | Security Ownership of Certain Beneficial Owners and Management                                  | Security Ownership by Certain Beneficial Owners and Management   |
| 5.              | Directors and Executive Officers  | Management   |
| 6.              | Executive Compensation  | Compensation of Executive Officers   |
| 7.              | Certain Relationships and Related Transactions  | Our Relationship With PNx After the Spin-Off   |
| 8.              | Legal Proceedings   | Business Our Legal Proceedings   |
| 9.              | Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters | Summary; Risk Factors; The Spin-Off; Capitalization; Dividend Policy and Description of Our Capital Stock  |
| 10.             | Recent Sale of Unregistered Securities  | None   |
| 11.             | Description of Registrant's Securities to be Registered   | Description of Our Capital Stock   |
| 12.             | Indemnification of Directors and Officers   | Indemnification and Limitation of Liability of Directors and Officers and Our Relationship With PNx After the Spin-Off   |
| 13.             | Financial Statements and Supplementary Data   | Summary Summary Consolidated Financial Data; Unaudited Pro Forma Consolidated Financial Data; Selected Consolidated Financial Data; Management's Discussion and Analysis of Financial Condition and Results of Operations and Index to Consolidated Financial Statements including the Consolidated Financial Statements |
| 14.             | 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            | Form of Rights Agreement between Virtus Investment Partners, Inc. and Mellon Investor Services LLC, as Rights Agent  |
| 4.4            | Form of Certificate of Designations of Series C Junior Participating Preferred Stock (attached as an exhibit to the Rights Agreement attached as Exhibit 4.3 hereto)   |
| 4.5            | Form of Rights Certificate (attached as an exhibit to the Rights Agreement attached as Exhibit 4.3 hereto)   |
| 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           | Form of 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 December 23, 2008  |

- \* To be filed by amendment
- \*\* Previously filed

**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: December 15, 2008

**EXHIBIT INDEX**

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