

VIRTUS INVESTMENT PARTNERS, INC.  
Form 8-A12B  
February 01, 2017

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES 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)**

**100 Pearl Street, 9<sup>th</sup> Floor**

**Hartford, CT**

**95-4191764**  
**(IRS Employer**

**Identification No.)**

**06103**

(Address of principal executive office)

(Zip Code)

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

| <b>Title of each class<br/>to be so registered</b>                                | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|---|--|
| <b>7.25% Series D Mandatory Convertible Preferred Stock,<br/>\$0.01 par value</b> | <b>The NASDAQ Stock Market LLC</b>                                       |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:  
333-215278

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

**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are the 7.25% Series D Mandatory Convertible Preferred Stock (the Mandatory Convertible Preferred Stock), par value \$0.01 per share of Virtus Investment Partners, Inc. (the Company). The description of the terms of the Mandatory Convertible Preferred Stock set forth under the heading Description of Mandatory Convertible Preferred Stock, in the Company's prospectus supplement, dated January 26, 2017, to the prospectus, dated January 23, 2016, which constitutes a part of the Company's Registration Statement on Form S-3 (File No. 333-215278), filed under the Securities Act of 1933, as amended, is hereby incorporated herein by reference.

**Item 2. Exhibits.**

- 3.1 Amended and Restated Certificate of Incorporation of the Registrant, dated December 18, 2008 (incorporated by reference to Exhibit 3.1 of the Registrant's Amendment No. 4 to Form 10, filed December 19, 2008).
- 3.2 Amended and Restated Bylaws of the Registrant, as adopted on January 28, 2010 (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed February 2, 2010).
- 3.3 Certificate of Designations of 7.25% Series D Mandatory Convertible Preferred Stock of Virtus Investment Partners, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on February 1, 2017).
- 4.1 Specimen 7.25% Series D Mandatory Convertible Preferred Stock share certificate (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on February 1, 2017).

**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, thereto duly authorized.

Virtus Investment Partners, Inc.

Date: February 1, 2017

**By:** /s/ Michael A. Angerthal  
**Name:** Michael A. Angerthal  
Executive Vice President and Chief Financial  
**Title:** Officer