

VIRTUS INVESTMENT PARTNERS, INC.

Form 4

January 10, 2012

**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 \*  
BANK OF MONTREAL /CAN/

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)  
01/06/2012

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

100 KING STREET WEST, 1  
FIRST CANADIAN PLACE

(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  
\_X\_ Form filed by More than One Reporting Person

TORONTO, A6 M5X 1A1

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/06/2012		C		1,349,300	A	<u>(1)</u> 1,727,746 <u>(2)</u>
						I	See Footnote <u>(3)</u>

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	(1)	01/06/2012		C	35,217	(4)	(4)	Common Stock	1,349,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANK OF MONTREAL /CAN/ 100 KING STREET WEST 1 FIRST CANADIAN PLACE TORONTO A6 M5X 1A1		X		
BMO FINANCIAL CORP 111 W. MONROE STREET CHICAGO, IL 60603		X		

## Signatures

/s/ Barbara Muir, Senior Vice President, Deputy General Counsel, Corporate Affairs and Corporate Secretary, Bank of Montreal 01/10/2012  
\_\_Signature of Reporting Person Date

/s/ Karen Eastburn, Assistant Corporate Secretary, Bank of Montreal 01/10/2012  
\_\_Signature of Reporting Person Date

/s/ Pamela C. Piarowski, Senior Vice President, BMO Financial Corp. 01/10/2012  
\_\_Signature of Reporting Person Date

/s/ Colleen Hennessy, Assistant Corporate Secretary, BMO Financial Corp. 01/10/2012  
\_\_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) On January 6, 2012, BMO Financial Corp. ("BFC") (f/k/a Harris Financial Corp., a wholly-owned subsidiary of Bank of Montreal) converted 35,217 shares of Series B Voting Convertible Preferred Stock ("Series B Preferred Stock") into 1,349,300 shares of Common Stock of Virtus Investment Partners, Inc. (the "Common Stock").

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- (2) 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.
- (3) BFC is the direct beneficial owner of the shares of Common Stock following the dissolution of BMO Bankcorp, Inc. ("BMO Bankcorp") (f/k/a Harris Bankcorp, Inc., a wholly-owned subsidiary of BFC), and Bank of Montreal is the indirect owner of such securities.  
Information regarding the exercise date and expiration date is the same as set forth in our Form 3 filed January 12, 2009. However,
- (4) pursuant to a Conversion and Voting Agreement dated October 27, 2011, BFC agreed to convert the Series B Preferred Stock into Common Stock upon the receipt of regulatory approval for such conversion.
- (5) BMO Bankcorp, BFC and Bank of Montreal no longer own any shares of Series B Preferred Stock.

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.