

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.

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