

VIRTUS INVESTMENT PARTNERS, INC.
 Form 4
 February 09, 2017

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 *
 AYLWARD GEORGE R

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Director, CEO and President

(Last) (First) (Middle)
 C/O VIRTUS INVESTMENT PARTNERS, 100 PEARL STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2017

HARTFORD, CT 06103

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount (1) | (2) | |
| Common Stock | 02/07/2017 | | M | | 2,500 (1) | \$ 40 (2) | 146,620.04 D |
| Common Stock | 02/08/2017 | | M | | 8,399 (1) | \$ 40 | 155,019.04 D |
| Common Stock | 02/08/2017 | | F | | 4,959 (3) | \$ 108.1 (4) | 150,060.04 D |
| Common Stock | | | | | | | 70.062 I By 401k |

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

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(9-02)

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

| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 40 | 02/07/2017 | | M | 2,500 | 02/08/2010 02/08/2017 | Common Stock | 2,500 |
| Stock Options | \$ 40 | 02/08/2017 | | M | 8,399 | 02/08/2010 02/08/2017 | Common Stock | 8,399 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| AYLWARD GEORGE R C/O VIRTUS INVESTMENT PARTNERS 100 PEARL STREET HARTFORD, CT 06103 | X | | Director, CEO and President | |

Signatures

/s/Mark S. Flynn,
Attorney-in-Fact

02/09/2017

**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) Acquisition of common stock upon exercise of expiring employee stock options.
- (2) The option exercise price was paid in cash.
- (3) Exempt disposition to the Issuer under Rule 16b-3(e) to satisfy option exercise price and tax withholding obligations.
- (4)

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Includes (i) 1,399.618 shares acquired in connection with the Issuer's Employee Stock Purchase Plan, (ii) 11,388 RSUs that are scheduled to cliff vest on March 15, 2017, and (iii) 14,686 RSUs that are scheduled to cliff vest on March 15, 2019. RSUs will be settled for shares of common stock on a one-for-one basis upon vesting.

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.