

VIRTUS INVESTMENT PARTNERS, INC.

Form 4

January 10, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BANK OF MONTREAL /CAN/

(Last) (First) (Middle)

100 KING STREET WEST, 1
FIRST CANADIAN PLACE

(Street)

TORONTO, A6 M5X 1A1

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VIRTUS INVESTMENT
PARTNERS, INC. [VRTS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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 Indirect Beneficial 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
(3)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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).
- On January 6, 2012, BMO Financial Corp. ("BFC") (f/k/a Harris Financial Corp., a wholly-owned subsidiary of Bank of Montreal)
- (1) 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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