

VIRTUS INVESTMENT PARTNERS, INC.  
Form SC TO-C  
May 09, 2016

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

**Schedule TO**  
**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**Of the Securities Exchange Act of 1934**

**Virtus Investment Partners, Inc.**  
**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**92828Q 109**

**(CUSIP Number of Class of Securities)**

**Mark S. Flynn, Esq.**

**Executive Vice President, General Counsel and Secretary**

**100 Pearl Street**

**Hartford, Connecticut 06103**

(800) 248-7971

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Filing Persons)**

*With a copy to:*

**Eric Swedenburg, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

**(212) 455-2000**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

Not applicable

**Amount Of Filing Fee\***

Not applicable

\* A filing fee is not required with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

\*\* Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

This Schedule TO relates solely to the announcement by Virtus Investment Partners, Inc. (the Company), in a press release issued May 9, 2016, of its intention to commence a modified Dutch auction cash tender offer to purchase shares of its common stock having an aggregate purchase price of up to \$75,000,000. This Schedule TO and the attached press release is for informational purposes only, is not a recommendation to buy or sell the Company's common stock, and does not constitute an offer to buy or the solicitation to sell shares of the Company's common stock. The tender offer will be made only pursuant to the Offer to Purchase, Letter of Transmittal and related materials that the Company expects to file on or about May 10, 2016 with the Securities and Exchange Commission (SEC). **SHAREHOLDERS ARE URGED TO CAREFULLY READ THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING THE VARIOUS TERMS OF, AND CONDITIONS TO, THE TENDER OFFER, THAT SHAREHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES.** Once the tender offer has commenced, shareholders will be able to obtain a free copy of the tender offer statement on Schedule TO, the Offer to Purchase, Letter of Transmittal and other documents that the Company will be filing with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). Additional copies of these materials may be obtained for free by contacting D.F. King & Co., Inc., the information agent for the tender offer, at 48 Wall Street, 22nd Floor, New York, NY 10005, toll-free at (800) 884-5882 or [vrts@dfking.com](mailto:vrts@dfking.com).

## Item 12 Exhibits

### Exhibit

| No.  | Document Description              |
|------|-----------------------------------|
| 99.1 | Press Release, dated May 9, 2016. |

**INDEX OF EXHIBITS**

**Exhibit**

| <b>No.</b> | <b>Document Description</b>       |
|------------|-----------------------------------|
| 99.1       | Press Release, dated May 9, 2016. |

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VIRTUS INVESTMENT PARTNERS, INC.

By: /s/ Michael A. Angerthal  
Name: Michael A. Angerthal  
Title: Chief Financial Officer

Date: May 9, 2016