

PENA MARDELLE W
Form 4
March 19, 2019

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 *
PENA MARDELLE W

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)
EVP, Human Resources

(Last) (First) (Middle)

C/O VIRTUS INVESTMENT PARTNERS, ONE FINANCIAL PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

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

HARTFORD, CT 06103

(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)
			Code	V	Amount	(A) or (D)			
Common Stock	03/15/2019		F		256 ⁽¹⁾	D	\$ 0	10,381	D
Common Stock	03/15/2019		A		215 ⁽²⁾	A	\$ 0	10,596	D
Common Stock	03/15/2019		F		68 ⁽¹⁾	D	\$ 0	10,528	D
Common Stock	03/15/2019		A		766 ⁽³⁾	A	\$ 0	11,294	D
	03/15/2019		A			A	\$ 0	12,489 ⁽⁵⁾	D

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Common Stock 1,195
(4)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PENA MARDELLE W
C/O VIRTUS INVESTMENT PARTNERS
ONE FINANCIAL PLAZA
HARTFORD, CT 06103

EVP, Human Resources

Signatures

/s/ Mark S. Flynn, 03/19/2019
Attorney-in-Fact

**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) Exempt disposition to the Issuer under Rule 16b-3(e) to satisfy tax withholding obligations arising out of the vesting of an RSU award.
- (2) These shares comprise an award of restricted stock units ("RSUs") granted to the reporting person pursuant to the Company's 2016 Long Term Incentive Plan, subject to a time and performance condition which has been satisfied.

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- These shares comprise an award of restricted stock units ("RSUs") granted to the reporting person pursuant to the Company's 2018 Long Term Incentive Plan, subject to a performance condition which has been satisfied. Subject to acceleration in certain circumstances, the RSUs are scheduled to cliff vest on March 15, 2021 and will be settled for shares of common stock on a one-for-one basis upon vesting.

- (3) These shares comprise an award of restricted stock units ("RSUs") granted to the reporting person pursuant to the Company's 2019 Long Term Incentive Plan. Subject to acceleration in certain circumstances, the RSUs are scheduled to vest ratably over the next three years and will be settled for shares of common stock on a one-for-one basis upon vesting.

- (4) This number includes (i) 1,996 RSUs that are scheduled to cliff vest on March 15, 2020 (ii) 1,930 RSUs that are scheduled to cliff vest on March 15, 2021 and (iii) 399 RSUs that are scheduled to cliff vest on March 15, 2022.

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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