

AYLWARD GEORGE R
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 *
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, ONE FINANCIAL PLAZA

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

(Street)
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)
Common Stock	03/15/2019		F	(A) or (D) D	6,521 (1) \$ 0	188,068.52	D
Common Stock	03/15/2019		A	(A) or (D) A	3,891 (2) \$ 0	191,959.52	D
Common Stock	03/15/2019		F	(A) or (D) D	1,728 (1) \$ 0	190,231.52	D
Common Stock	03/15/2019		A	(A) or (D) A	8,620 (3) \$ 0	198,851.52	D
	03/15/2019		A	(A) or (D) A	\$ 0		D

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Common Stock	13,688 <u>(4)</u>	212,539.52 <u>(5)</u>			
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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AYLWARD GEORGE R C/O VIRTUS INVESTMENT PARTNERS ONE FINANCIAL PLAZA HARTFORD, CT 06103	X			Director, CEO and President

Signatures

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

03/19/2019

**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.

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- (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.

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) 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.
- (4) 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.

- (5) This number includes (i) 1,442.104 shares acquired in connection with the Issuer's Employee Stock Purchase Plan (ii) 25,109 RSUs that are scheduled to cliff vest on March 15, 2020 (iii) 21,804 RSUs that are scheduled to cliff vest on March 15, 2021 and (iv) 4,563 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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