

PHOENIX INVESTMENT PARTNERS LTD/CT
Form 10-12B/A
September 10, 2008

As filed with the Securities and Exchange Commission on September 10, 2008

File No. 001-10994

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

AMENDMENT NO. 1

TO

FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES

Pursuant to Section 12(b) or (g) of The Securities Exchange Act of 1934

Phoenix Investment Partners, Ltd.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

95-4191764
(IRS Employer
Identification No.)

56 Prospect Street

Hartford, CT 06102

(860) 403-7100

(Address, Including Zip Code, and Telephone Number, Including

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Area Code, of Registrant's Principal Executive Offices)

With copies to:

Phoenix Investment Partners, Ltd.

56 Prospect Street

Hartford, CT 06102

(860) 403-7100

Gary I. Horowitz, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

(212) 455-2000

Securities to be registered pursuant to Section 12(b) of the Act:

Name of Each Exchange on Which

Title of each Class to be so Registered
Common stock, par value \$.01 per share

Each Class is to be Registered

Securities registered pursuant to Section 12(g) of the Act: None

INFORMATION INCLUDED IN INFORMATION STATEMENT

AND INCORPORATED BY REFERENCE IN FORM 10

CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10

This registration statement on Form 10 (the "Form 10") incorporates by reference information contained in the information statement filed as Exhibit 99.1 hereto (the "information statement"). The cross-reference table below identifies where the items required by Form 10 can be found in the information statement.

Item No.	Item Caption	Location in Information Statement
1.	Business	Summary; Risk Factors and Business
2.	Financial Information	Summary Summary Consolidated Financial Data; Capitalization; Unaudited Pro Forma Consolidated Financial Data; Selected Consolidated Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operation
3.	Properties	Business Our Properties and Facilities
4.	Security Ownership of Certain Beneficial Owners and Management	Security Ownership by Certain Beneficial Owners and Management
5.	Directors and Executive Officers	Management
6.	Executive Compensation	Management
7.	Certain Relationships and Related Transactions	Our Relationship With PNx After the Spin-Off
8.	Legal Proceedings	Business Our Legal Proceedings
9.	Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters	Summary; Risk Factors; The Spin-Off; Capitalization; Dividend Policy and Description of Our Capital Stock
10.	Recent Sale of Unregistered Securities	None
11.	Description of Registrant's Securities to be Registered	Description of Our Capital Stock
12.	Indemnification of Directors and Officers	Description of Our Capital Stock and Our Relationship With PNx After the Spin-Off
13.	Financial Statements and Supplementary Data	Summary Summary Consolidated Financial Data; Unaudited Pro Forma Consolidated Financial Data; Selected Consolidated Financial Data; Management's Discussion and Analysis of Financial Condition and Results of Operations and Index to Consolidated Financial Statements including the Consolidated Financial Statements
14.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	None

ITEM 15. Financial Statements and Exhibits

(a) List of Financial Statements

The following financial statements are included in the information statement and filed as part of this registration statement on Form 10:

(1) Unaudited Pro Forma Consolidated Financial Data of Phoenix Investment Partners, Ltd. as of and for the six months ended June 30, 2008 and for the year ended December 31, 2007;

(2) Consolidated Financial Statements for Phoenix Investment Partners, Ltd., as of December 31, 2007 and 2006 and for the years ended December 31, 2007, 2006 and 2005, including the Report of Independent Registered Public Accounting Firm; and

(3) Unaudited Consolidated Financial Statements for Phoenix Investment Partners, Ltd. as of June 30, 2008 and December 31, 2007 and for the six months ended June 30, 2008 and 2007.

(b) Exhibits. The following documents are filed as exhibits hereto:

Exhibit Number	Exhibit Description
2.1*	Form of Separation and Distribution Agreement between The Phoenix Companies, Inc. and Phoenix Investment Partners, Ltd.
3.1*	Form of Amended and Restated Certificate of Incorporation of Phoenix Investment Partners, Ltd.
3.2*	Form of Amended and Restated Bylaws of Phoenix Investment Partners, Ltd.
4.1*	Specimen common stock certificate of Phoenix Investment Partners, Ltd.
10.1*	Form of Transition Services Agreement between Phoenix Investment Partners, Ltd. and The Phoenix Companies, Inc.
10.2*	Form of Tax Separation Agreement between Phoenix Investment Partners, Ltd. and The Phoenix Companies, Inc.
10.3*	Form of Employee Matters Agreement between Phoenix Investment Partners, Ltd. and The Phoenix Companies, Inc.
10.4*	Phoenix Investment Partners, Ltd. Annual Incentive Plan for Executive Officers
10.5*	Phoenix Investment Partners, Ltd. Omnibus Incentive Plan
10.6*	Phoenix Investment Partners, Ltd. Excess Investment Plan
10.7*	Phoenix Investment Partners, Ltd. Executive Severance Allowance Plan
21.1**	List of Subsidiaries of Phoenix Investment Partners, Ltd.
99.1	Information Statement of Phoenix Investment Partners, Ltd., subject to completion, dated September 10, 2008

* To be filed by amendment

** Previously filed

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

PHOENIX INVESTMENT PARTNERS, LTD.

By: /s/ George R. Aylward, Jr.

Name: George R. Aylward, Jr.

Title: President

Dated: September 10, 2008

EXHIBIT INDEX

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hereof.

(2) In accordance with the provisions of General Instruction C to Schedule 13D, Schedule 2 provides information with respect to (i) each executive officer, director and manager, as applicable, of MSCC; (ii) each person controlling MSCC; and (iii) each executive officer and director of any corporation or other person ultimately in control of MSCC.

(d) Criminal Proceedings:

(1) Neither GP Investment nor, to the knowledge of GP Investment, any person identified on Schedule 1, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

(2) Christopher M. Atkins has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

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(3) Brian Pessin has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

(4) Neither MSCC nor, to the knowledge of MSCC, any person identified on Schedule 2, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

(5) Neither Sandra Pessin nor Norman Pessin has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

(e) Civil Proceedings:

(1) Neither GP Investment nor, to the knowledge of GP Investment, any person identified on Schedule 1, during the last five years has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(2) Christopher M. Atkins, during the last five years, has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(3) Brian Pessin, during the last five years, has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(4) Neither MSCC nor, to the knowledge of MSCC, any person identified on Schedule 2, during the last five years has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(5) Neither Sandra Pessin nor Norman Pessin, during the last five years has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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(f) Citizenship:

(1) The managers and executive officers of GP Investment identified on Schedule 1 (including Christopher M. Atkins and Brian Pessin) are citizens of the United States of America unless otherwise noted on Schedule 1.

(2) The natural persons identified on Schedule 2 are citizens of the United States of America unless otherwise noted on Schedule 2.

(3) Sandra Pessin and Norman Pessin are citizens of the United States of America.

Item 5. Interest in Securities of the Issuer.

Items 5(a) - (c) are hereby amended and restated to read as follows:

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 35,614,000 shares of Common Stock outstanding, as of August 4, 2014, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on August 6, 2014.

(a) As of the date hereof, GP Investment directly owned 15,276,138 shares of Common Stock, representing approximately 42.9% of the shares of Common Stock outstanding. By virtue of the relationships described in further detail in Item 2, each of MSCC, Christopher M. Atkins, Brian Pessin and Sandra and Norman Pessin JTWR0S may be deemed to beneficially own the shares of Common Stock owned directly by GP Investment. Each of MSCC, Christopher M. Atkins, Brian Pessin and Sandra and Norman Pessin JTWR0S disclaims beneficial ownership of such shares.

As of the date hereof, MSCC directly owned 7,345 shares of Common Stock, representing less than 1% of the shares of Common Stock outstanding. MSCC may be deemed to beneficially own an additional 47,741 and 18,362 shares of Common Stock, representing less than 1% of the shares of Common Stock outstanding, held by Main Street Mezzanine Fund LP and Main Street Capital II, LP, respectively. Main Street Mezzanine Fund LP and Main Street Capital II, LP are subsidiaries of MSCC. MSCC disclaims beneficial ownership of such shares.

(b) GP Investment may be deemed to share with MSCC, Christopher M. Atkins, Brian Pessin and Sandra and Norman Pessin JTWR0S the power to vote and dispose of the Common Stock directly owned by GP Investment.

MSCC may be deemed to share with Main Street Mezzanine Fund LP and Main Street Capital II, LP, subsidiaries of MSCC, the power to vote and dispose of the Common Stock directly owned by Main Street Mezzanine Fund LP and Main Street Capital II, LP. MSCC has sole power to vote and dispose of the shares of Common Stock it owns directly.

(c) None of the Reporting Persons have entered into any transactions in the shares of Common Stock during the past sixty days.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On August 20, 2014, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer. A copy of this agreement is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

Exhibit No. Document

99.1 Joint Filing Agreement, dated as of August 20, 2014, by and among GP Investment Holdings, LLC, Christopher M. Atkins, Brian Pessin, Main Street Capital Corporation and Sandra and Norman Pessin JTWROS.

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CUSIP NO. 379887201

SIGNATURE

After reasonable 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.

GP INVESTMENT HOLDINGS, LLC

By: /s/ Christopher M. Atkins
Name: Christopher M. Atkins
Title: President

By: /s/ Brian Pessin
Name: Brian Pessin
Title: Chief Executive Officer

Dated: August 20, 2014

CUSIP NO. 379887201

SIGNATURE

After reasonable 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.

/s/ Christopher M. Atkins
Name: Christopher M. Atkins

Dated: August 20, 2014

CUSIP NO. 379887201

SIGNATURE

After reasonable 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.

/s/ Brian Pessin
Name: Brian Pessin

Dated: August 20, 2014

CUSIP NO. 379887201

SIGNATURE

After reasonable 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.

MAIN STREET CAPITAL CORPORATION

By: /s/ Jason B. Beauvais
Name: Jason B. Beauvais
Title: General Counsel

Dated: August 20, 2014

CUSIP NO. 379887201

SIGNATURE

After reasonable 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.

SANDRA AND NORMAN PESSIN JTWROS

/s/ Sandra Pessin
Name: Sandra Pessin

/s/ Norman Pessin
Name: Norman Pessin

Dated: August 20, 2014

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SCHEDULE 1

EXECUTIVE OFFICERS AND MANAGERS OF GP INVESTMENT HOLDINGS, LLC

Executive Officers of GP Investment Holdings, LLC

Name	Position
Christopher M. Atkins	President
Brian Pessin	Chief Executive Officer

Individuals named in the table above are employed as listed in the table below. The address of the principal executive offices of GP Investment Holdings, LLC is 1300 Post Oak Boulevard, Suite 800, Houston, Texas 77056.

Managers of GP Investment Holdings, LLC

Name	Present Principal Occupation or Employment	Name, Principal Business and Address of Organization in which Employed
Christopher M. Atkins	Associate	Main Street Capital Corporation 1300 Post Oak Boulevard, Suite 800 Houston, Texas 77056
Brian Pessin	Self-employed	366 Madison Avenue, 14th Floor New York, NY 10017

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SCHEDULE 2

EXECUTIVE OFFICERS, DIRECTORS AND CONTROL PERSONS

OF MAIN STREET CAPITAL CORPORATION

The name and present principal address of each executive officer and director of each of Main Street Capital Corporation, each person controlling Main Street Capital Corporation, and each executive officer and director of any corporation or other person ultimately in control of Main Street Capital Corporation are set forth below. Unless otherwise noted, the business address for each person listed below as an officer or director of Main Street Capital Corporation is c/o Main Street Capital Corporation, 1300 Post Oak Boulevard, Suite 800, Houston, Texas 77056. All executive officers, directors, and controlling persons listed are United States citizens.

Name and Business Address (if applicable)	Principal Occupation and Principal Business (if applicable)
Directors	
Michael Appling, Jr.	CEO, TNT Crane & Rigging, Inc. 925 S Loop W Houston, TX 77054
Joseph E. Canon	Executive VP, Dodge Jones Foundation 400 Pine St Abilene, TX 79601
Arthur L. French	Advisor to LKCM Capital Group 301 Commerce St #1600 Fort Worth, TX 76102
J. Kevin Griffin	Senior VP of Financial Planning & Analysis, Novant Health 2085 Frontis Plaza Blvd Winston-Salem, NC 27103
John E. Jackson	CEO, Spartan Energy Partners 24 Waterway Avenue, Suite 850 The Woodlands, TX 77380
Vincent D. Foster	Chairman of the Board, CEO and President, Main Street Capital Corporation
Officers	
Vincent D. Foster	Chairman of the Board, President and Chief Executive Officer
Dwayne L. Hyzak	Chief Financial Officer, Senior Managing Director and Treasurer
Curtis L. Hartman	Chief Credit Officer and Senior Managing Director
David L. Magdol	Chief Investment Officer and Senior Managing Director
Rodger A. Stout	Executive Vice President
Jason B. Beauvais	Senior Vice President, General Counsel, Chief Compliance Officer and Secretary
Nicholas T. Meserve	Managing Director
Travis L. Haley	Managing Director
Shannon D. Martin	Vice President, Chief Accounting Officer and Assistant Treasurer