

THORP JEFFREY
Form 4
January 12, 2012

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 *
THORP JEFFREY

2. Issuer Name and Ticker or Trading Symbol
VIRTUS INVESTMENT PARTNERS, INC. [VRTS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
805 THIRD AVENUE, 16TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2012

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

(Street)
NEW YORK, NY 10022

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 01/10/2012 | | S | V | 1,130 | D | \$ 82.8743 376,370 | D <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| Common Stock | 01/10/2012 | | S | V | 3,615 | D | \$ 82.538 372,755 | D <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| Common Stock | 01/10/2012 | | S | V | 1,130 | D | \$ 82.8743 376,370 | D <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| Common Stock | 01/10/2012 | | S | V | 3,615 | D | \$ 82.538 372,755 | D <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |

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 Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| THORP JEFFREY 805 THIRD AVENUE 16TH FLOOR NEW YORK, NY 10022 | | X | | |
| Sonoma Capital, LP 805 THIRD AVENUE 16TH FLOOR NEW YORK, NY 10022 | | X | | |
| Sonoma Capital, LLC 805 THIRD AVENUE 16TH FLOOR NEW YORK, NY 10022 | | X | | |
| Sonoma Capital Management, LLC 805 THIRD AVENUE 16TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

Jeffrey Thorp, Managing Member of Sonoma Capital, LLC, general partner of Sonoma Capital, LP

01/12/2012

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| Jeffrey Thorp, Managing Member of Sonoma Capital, LLC | 01/12/2012 |
| <u>Signature of Reporting Person</u> | Date |
| Jeffrey Thorp, Managing Member of Sonoma Capital Management, LLC | 01/12/2012 |
| <u>Signature of Reporting Person</u> | Date |
| Jeffrey Thorp, Managing Member of Jeffrey Thorp Roth IRA, HSBC Bank USA, N.A. as Custodian | 01/12/2012 |
| <u>Signature of Reporting Person</u> | Date |
| Jeffrey Thorp | 01/12/2012 |
| <u>Signature of Reporting Person</u> | 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) Reflects the securities of the issuer owned directly by Sonoma Capital, LP.
 - (2) Reflects the securities of the issuer owned directly by Jeffrey Thorp Roth IRA, HSBC Bank USA, N.A. as Custodian (the "HSBC IRA").
Sonoma Capital, LLC is the general partner of Sonoma Capital, LP. Jeffrey Thorp is the managing member of Sonoma Capital, LLC. Sonoma Capital Management, LLC is the investment manager of Sonoma Capital, LP. Jeffrey Thorp is the managing member of Sonoma Capital Management, LLC. As a result, Sonoma Capital, LP, Sonoma Capital Management, LLC, Sonoma Capital, LLC and Jeffrey Thorp may be deemed to have shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of the shares of Common Stock owned by Sonoma Capital, LP.
 - (3) Capital Management, LLC. As a result, Sonoma Capital, LP, Sonoma Capital Management, LLC, Sonoma Capital, LLC and Jeffrey Thorp may be deemed to have shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of the shares of Common Stock owned by Sonoma Capital, LP.
 - (4) Jeffrey Thorp is the controlling person of the HSBC IRA. As a result, Jeffrey Thorp may be deemed to have shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of the shares of Common Stock owned by the HSBC IRA.
For purposes of this Form 4, Jeffrey Thorp, Sonoma Capital, LLC and Sonoma Capital Management, LLC disclaim beneficial ownership
 - (5) of the shares of common stock owned by Sonoma Capital, LP and the HSBC IRA reported on this Form 4 except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.