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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

March 1, 2026
Date of Report (date of earliest event reported)

VIRTUS INVESTMENT PARTNERS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-10994**	**26-3962811**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
One Financial Plaza	**Hartford** **CT**	**06103**
(Address of principal executive offices)		(Zip Code)

(800) 248-7971
Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	**VRTS**	**New York Stock Exchange**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

Item 2.01 Completion of Acquisition or Disposition of Assets.

On March 1, 2026 (the "Closing"), Virtus Investment Partners, Inc., a Delaware corporation (the "Company"), through its wholly owned subsidiary Virtus Private Markets Holdings, LLC, a Delaware limited liability company, completed its previously announced acquisition of 56% of the equity of Keystone National Group, LLC ("Keystone"), a Delaware limited liability company, pursuant to an Equity Purchase Agreement (the "Purchase Agreement"), dated as of December 5, 2025, by and among the Company, Virtus Private Markets Holdings, LLC, Keystone, and Keystone's owners and beneficial owners (the "Transaction"). The Company may acquire up to up to an additional 19% of the equity through the exercise of put/call options in accordance with the terms and subject to the conditions of the Transaction documents.

The purchase price payable by the Company for the equity of Keystone acquired at Closing was (a) $200 million in cash at Closing, subject to customary adjustments as set forth in the Purchase Agreement, (b) an additional $65 million payable in cash on the first anniversary of the Closing, (c) an additional $30 million payable in cash on the second anniversary of the Closing, and (d) up to an additional $75 million of contingent consideration payable in cash over two to three years following the Closing subject to the achievement of specified Keystone revenue targets.

The Company financed the acquisition using existing balance sheet resources.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which was filed as Exhibit 10.16 to the Company's Annual Report on Form 10-K filed with the SEC on February 27, 2026.

Item 7.01 Regulation FD Disclosure.

Attached as Exhibit 99.1 and incorporated by reference herein is a press release dated March 2, 2026 issued by the Company announcing the Closing of the Transaction.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing of the Company under the Exchange Act or the Securities Act of 1933, as amended, whether made before, on, or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of business acquired.

The financial statements of Keystone required by Item 9.01(a) of Form 8-K have not been filed with this Current Report on Form 8-K. The Company will file such financial statements by amendment to this Current Report on Form 8-K no later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

The unaudited pro forma consolidated financial information required by Item 9.01(b) of Form 8-K has not been filed with this Current Report on Form 8-K. The Company will file such pro forma financial information by amendment to this Current Report on Form 8-K no later than 71 calendar days after the date this Current Report on Form 8-K is required to be filed.

(d) Exhibits The following exhibits are filed herewith:

99.1 Press release of Virtus Investment Partners, Inc., dated March 2, 2026.
104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIRTUS INVESTMENT PARTNERS, INC.

Dated: March 2, 2026

By: /s/ Andra C. Purkalitis
Name: Andra C. Purkalitis
Title: Executive Vice President, Chief Legal Officer, General Counsel and Secretary

Exhibit 99.1

News Release

Virtus Investment Partners Closes on Investment in Keystone National Group

HARTFORD, CT, **March 2, 2026 -** Virtus Investment Partners, Inc. (NYSE: VRTS), which operates a multi-manager asset management business, completed, effective March 1, 2026, its previously announced majority investment in Keystone National Group ("Keystone"), an investment manager specializing in asset-centric private credit and a pioneer in providing such strategies to the wealth channel.

The transaction expands Virtus' investment capabilities into private markets with the addition of Keystone's differentiated asset-backed lending strategies, which include equipment finance, real estate finance, financial assets, and asset-backed corporate loans. Keystone, which managed $2.5 billion as of December 31, 2025, has invested over $6.0 billion of capital across more than 750 transactions, delivering private market solutions anchored by disciplined underwriting and a focus on capital preservation.

"Keystone adds a highly specialized private markets capability that aligns well with our multi-boutique model and our clients' growing demand for alternative sources of income and diversification," said George R. Aylward, president and chief executive officer of Virtus Investment Partners. "Their disciplined investment approach, experienced team, and long track record in asset-based lending make Keystone an excellent strategic fit. We are pleased to welcome their team to Virtus."

As part of the Virtus family of boutique investment managers, Keystone's management team will retain autonomy over its investment processes, brand, and culture, as well as retain a significant equity stake in the business, ensuring continuity for clients and partners. Keystone will benefit from Virtus' distribution capabilities and long-standing support model for its investment managers.

About Keystone National Group

Founded in 2006, Keystone National Group is a private credit investment firm focused on asset-backed credit across a wide variety of industries and asset types, including equipment finance, specialty real estate lending, consumer finance, and corporate lending. Keystone is headquartered in Salt Lake City, Utah and has approximately 40 employees. Additional information about Keystone is available at keystonenational.com.

About Virtus Investment Partners

Virtus Investment Partners (NYSE: VRTS) is a distinctive partnership of boutique investment managers singularly committed to the long-term success of individual and institutional investors. We provide products and services from our investment managers, each with a distinct investment style and autonomous investment process, as well as select subadvisers. Investment solutions are available across multiple disciplines and product types to meet a wide array of investor needs. Additional information about our firm, investment partners, and strategies is available at virtus.com.

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Forward-Looking Information

This press release contains statements that are, or may be considered to be, forward-looking statements. All statements that are not historical facts, including statements about our beliefs or expectations, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements may be identified by such forward-looking terminology as “expect,” “estimate,” “intent,” “plan,” “intend,” “believe,” “anticipate,” “may,” “will,” “should,” “could,” “continue,” “project,” “opportunity,” “predict,” “would,” “potential,” “future,” “forecast,” “guarantee,” “assume,” “likely,” “target” or similar statements or variations of such terms.

Our forward-looking statements are based on a series of expectations, assumptions and projections about the company and the markets in which we operate, are not guarantees of future results or performance, and involve substantial risks and uncertainty including assumptions and projections concerning our assets under management, net asset inflows and outflows, operating cash flows, business plans, and ability to borrow, for all future periods. All of our forward-looking statements are as of the date of this release only. The company can give no assurance that such expectations or forward-looking statements will prove to be correct. Actual results may differ materially.

Our business and our forward-looking statements involve substantial known and unknown risks and uncertainties, including those discussed under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2025 Annual Report on Form 10-K, as supplemented by our periodic filings with the Securities and Exchange Commission (the “SEC”) as well as the following risks and uncertainties resulting from: (i) reduction in our assets under management; (ii) financial or business risks from strategic transactions; (iii) withdrawal, renegotiation or termination of investment management agreements; (iv) damage to our reputation; (v) inability to satisfy debt covenants and required payments; (vi) lack of sufficient capital on satisfactory terms; (vii) inability to attract and retain key personnel; (viii) challenges from competition; (ix) adverse developments related to unaffiliated subadvisers; (x) negative changes in key distribution relationships; (xi) interruptions, breaches, or failures of technology systems; (xii) loss on our investments; (xiii) adverse regulatory and legal developments; (xiv) failure to comply with investment guidelines or other contractual requirements; (xv) adverse civil litigation, government investigations, or proceedings; (xvi) unfavorable changes in tax laws or unanticipated tax obligations; (xvii) impediments from certain corporate governance provisions; (xviii) losses or costs not covered by insurance; (xix) impairment of goodwill or other intangible assets; and other risks and uncertainties. Any occurrence of, or any material adverse change in, one or more risk factors or risks and uncertainties referred to in our 2025 Annual Report on Form 10-K and our other periodic reports filed with the SEC could materially and adversely affect our operations, financial results, cash flows, prospects and liquidity.

Certain other factors that may impact our continuing operations, prospects, financial results and liquidity, or that may cause actual results to differ from such forward-looking statements, are discussed or included in the company's periodic reports filed with the SEC and are available on our website at virtus.com under "Investor Relations." You are urged to carefully consider all such factors.

The company does not undertake or plan to update or revise any such forward-looking statements to reflect actual results, changes in plans, assumptions, estimates or projections, or other circumstances occurring after the date of this release, even if such results, changes or circumstances make it clear that any forward-looking information will not be realized. If there are any future public statements or disclosures by us that modify or affect any of the forward-looking statements contained in or accompanying this release, such statements or disclosures will be deemed to modify or supersede such statements in this release.