

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**

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**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.

| <b>Item No.</b> | <b>Item Caption</b>                                                                             | <b>Location in Information Statement</b>                                                                                                                                                                                                                                                                                 |
|-----------------|-------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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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