

PHOENIX INVESTMENT PARTNERS LTD/CT  
Form 10-12B  
June 30, 2008

As filed with the Securities and Exchange Commission on June 30, 2008

File No. 001-10994

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**  
**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)

<b>Delaware</b>	<b>95-4191764</b>
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)

**56 Prospect Street**

**Hartford, CT 06102**

**(860) 403-7100**

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

<b>Title of each Class to be so Registered</b>	<b>Name of Each Exchange on Which</b>
Common stock, par value \$.01 per share	
	<b>Each Class is to be Registered</b>
<b>Securities registered pursuant to Section 12(g) of the Act: None</b>	

**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 Properties and Facilities
4.	Security Ownership of Certain Beneficial Owners and Management	Security Ownership of 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 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 three months ended March 31, 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 March 31, 2008 and December 31, 2007 and for the three months ended March 31, 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 June 30, 2008

\* To be filed by amendment

**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: June 30, 2008

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
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 June 30, 2008

\* To be filed by amendment