

► See separate instructions.

Part I	Reporting Issuer
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1 Issuer's name		2 Issuer's employer identification number (EIN)	
Virtus Strategic Growth Fund		04-3288599	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Mutual Fund Services	800-243-1574	Virtus.Investment.Partners@virtus.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
101 Munson Street		Greenfield, MA 01301	
8 Date of action		9 Classification and description	
03/06/2017		Regulated Investment Company (RIC) Shares - Class B Conversion	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
92828N494	N/A	PBTHX	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► **Virtus Strategic Growth Fund is a multiple class open end Regulated Investment Company ("RIC") under Subchapter M of the IRC. The distinguishing feature of the various classes is a differential allocation of certain fund expenses. On March 6, 2017, all shares of Class B of Virtus Strategic Growth Fund were converted into Class A shares of the same fund in a tax-free exchange.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► **The Class B shareholders' total basis in Class A shares received is the same as their total basis in the old Class B shares.**

Per share, for each Class B share of Virtus Strategic Growth Fund (PBTHX) held, shareholders received 0.803431 Class A shares of Virtus Strategic Growth Fund (PSTAX).

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► **The per share basis calculations are based on the respective net asset values of the Class B and Class A shares as of the close of business on 03/06/17. The net asset values ("NAVs") are determined based on the market value of the underlying securities held by the fund.**

The NAV of Class B was \$11.24 per share and the NAV of Class A was \$13.99 per share on 03/06/17. Thus the exchange ratio is 0.803431 shares of Class A received for each share of Class B surrendered.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► _____

IRC Sec. 1036(a) - No gain or loss is recognized.

IRC Sec. 1031(d) - The aggregate basis of the shares exchanged equals the aggregate basis of the shares received.

18 Can any resulting loss be recognized? ► **No**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **The reportable tax year is 2017.**

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ►

4/17/17

Print your name ► **A signed copy is maintained by the issuer**

Title ► **Vice President**

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.