

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name VIRTUS TOTAL RETURN FUND INC.*		2 Issuer's employer identification number (EIN) 13-3474242	
3 Name of contact for additional information Mutual Fund Services	4 Telephone No. of contact 866-270-7788	5 Email address of contact closedendfunds@virtus.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 101 Munson Street		7 City, town, or post office, state, and ZIP code of contact Greenfield, MA 01301	
8 Date of action 11/30/2019		9 Classification and description Return of Capital	
10 CUSIP number 92835W107	11 Serial number(s) N/A	12 Ticker symbol ZTR	13 Account number(s) 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 ▶ **During the fiscal year ended November 30, 2019, the issuer distributed amounts to its shareholders, a portion of which constituted a non-taxable return of capital. See attachment for a list of distribution dates and return of capital amounts per share.**

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 attachment provides the total distribution per share, as well as the non-taxable return of capital per share, on a distribution by distribution basis. The return of capital per share should reduce the taxpayer's adjusted basis of each share held on the date of each listed distribution by 93.9944% of the original distribution amount.**

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 ▶ **An analysis of the issuer's current and accumulated earnings and profits was performed as of 11/30/19 in order to determine the portion of the distribution that constituted a dividend and the portion that constituted a non-taxable return of capital.**

* Formerly Virtus Global Dividend & Income Fund Inc.

Part II Organizational Action (continued)

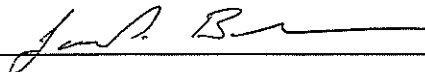
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
§301(c) and §316(a)

18 Can any resulting loss be recognized? ▶ The return of capital per share should reduce the taxpayer's adjusted basis of each share held on the date of distribution. Upon disposition of all or a portion of the shares, the taxpayer should recognize greater gain/less loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
The reportable tax year of the distributions is 2019. Actual return of capital will be reflected on the taxpayer's 2019 Form 1099.

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.

Sign Here

Signature ▶  Date ▶ 1/2/20

Print your name ▶ A signed copy is maintained by the issuer Title ▶ Assistant Vice President

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Virtus Total Return Fund Inc.
 Form 8937 Attachment
 11/30/2019

EIN:

13-3474242

Ex-date	Record Date	Payable Date	Original Income Declaration	Distribution Per Share			ROC as a percent of Original
				Revised Ordinary Income	Revised Return of Capital ("ROC")		
2/8/2019	2/11/2019	2/19/2019	\$ 0.1130	\$ 0.006786373	\$ 0.106213627		93.9944%
3/8/2019	3/11/2019	3/18/2019	\$ 0.1130	\$ 0.006786373	\$ 0.106213627		93.9944%
4/10/2019	4/11/2019	4/18/2019	\$ 0.1130	\$ 0.006786373	\$ 0.106213627		93.9944%
5/10/2019	5/13/2019	5/20/2019	\$ 0.1130	\$ 0.006786373	\$ 0.106213627		93.9944%
6/12/2019	6/13/2019	6/20/2019	\$ 0.1130	\$ 0.006786373	\$ 0.106213627		93.9944%
7/10/2019	7/11/2019	7/18/2019	\$ 0.1130	\$ 0.006786373	\$ 0.106213627		93.9944%
8/9/2019	8/12/2019	8/19/2019	\$ 0.1130	\$ 0.006786373	\$ 0.106213627		93.9944%
9/12/2019	9/13/2019	9/20/2019	\$ 0.1130	\$ 0.006786373	\$ 0.106213627		93.9944%
10/10/2019	10/11/2019	10/18/2019	\$ 0.1130	\$ 0.006786373	\$ 0.106213627		93.9944%
11/8/2019	11/12/2019	11/19/2019	\$ 0.1130	\$ 0.006786373	\$ 0.106213627		93.9944%
			\$ 1.1300	0.067863731	1.062136269		