



VIRTUS _____
Total Return Fund Inc.

f/k/a The Zweig Fund Inc.

QUARTERLY REPORT

**Not FDIC Insured
No Bank Guarantee
May Lose Value**

March 31, 2017

FUND DISTRIBUTIONS AND MANAGED DISTRIBUTION PLAN

The Fund has a Managed Distribution Plan to maintain a consistent distribution level that may be paid in part or in full from net investment income, realized capital gains, or, if necessary, return of capital. The board believes that regular quarterly, fixed cash payouts will enhance shareholder value and serve the long-term interests of shareholders. You should not draw any conclusions about the Fund's investment performance from the amount of the distributions or from the terms of the Fund's Managed Distribution Plan.

On a tax basis, the Fund estimates it distributed more than its income and net realized capital gains in the fiscal year to date. Shareholders should note, however, that if the Fund's aggregate investment income and net realized capital gains are less than the amount of the distribution level, the difference will be paid from the Fund's capital and will constitute a return of the shareholder's capital. A return of capital may occur, for example, when some or all of the money that you invested in the Fund is paid back to you. A return of capital distribution does not necessarily reflect the Fund's investment performance and should not be confused with "yield" or "income."

The amounts and sources of distributions reported in the Fund's notices pursuant to Section 19(a) of the Investment Company Act of 1940 are only estimates and are not being provided for tax reporting purposes. The actual amounts and sources of the amounts for tax reporting purposes will depend upon the Fund's investment experience during its fiscal year and may be subject to changes based on tax regulations. The Fund or your broker will send shareholders a Form 1099-DIV for 2017 that tells them how to report distributions for federal income tax purposes.

The Board may amend, suspend or terminate the Managed Distribution Plan at any time, without prior notice to shareholders if it deems such action to be in the best interest of the Fund and its shareholders.

Information on the Fund is available at www.Virtus.com. Section 19(a) notices are posted on the website at: <http://www.virtus.com/our-products/closed-end-fund-details/ZF>.

MESSAGE TO SHAREHOLDERS

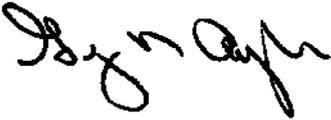
Dear Fellow Virtus Total Return Fund Inc. Shareholder:

I am pleased to share with you the manager's report for Virtus Total Return Fund Inc. for the three months ended March 31, 2017.

For the three months ended March 31, 2017, the Fund's NAV increased 10.01%, including \$0.361 in reinvested distributions. During the same period, the Linked Benchmark, a composite index that consists of 60% MSCI World Infrastructure Sector Capped Index (net)⁽¹⁾ and 40% Bloomberg Barclays U.S. Aggregate Bond Index⁽²⁾, 3.50%, including reinvested dividends. Performance for the composite's underlying indices over this period was a 4.36% for the MSCI World Infrastructure Sector Capped Index (net) and a increase of 0.82% in the Bloomberg Barclays U.S. Aggregate Bond Index.

On behalf of the Fund's investment professionals, I thank you for entrusting your assets to us. Should you have any questions or require support, our customer service team is ready to assist you at 1-866-270-7788 or through the closed-end fund section of our website, www.virtus.com.

Sincerely,



George R. Aylward President,
Chairman and Chief Executive
Officer Virtus Total Return Fund Inc.

April 2017

Performance data quoted represents past results. Past performance is no guarantee of future results and current performance may be higher or lower than performance shown above. Any market index referenced herein is unmanaged; its returns do not reflect any fees, expenses, or sales charges; and is not available for direct investment.

⁽¹⁾ The MSCI World Infrastructure Sector Capped Index (net) is a market capitalization weighted index that measures performance of global infrastructure companies by capturing broad and diversified opportunities across telecommunication, utilities, energy, transportation, and social infrastructure sectors. The telecommunication, infrastructure, and utilities sectors each represent one-third of the index weight, while energy, transportation, and social infrastructure sectors have a combined weight of the remaining one-third of the index. The index is calculated on a total return basis with net dividends reinvested.

⁽²⁾ The Bloomberg Barclays U.S. Aggregate Bond Index measures the U.S. investment grade fixed rate bond market, calculated on a total return basis.

MESSAGE TO SHAREHOLDERS (Continued)

Equity Securities: The market price of equity securities may be adversely affected by financial market, industry, or issuer-specific events. Focus on a particular style or on small or medium-sized companies may enhance that risk.

Credit & Interest: Debt securities are subject to various risks, the most prominent of which are credit and interest rate risk. The issuer of a debt security may fail to make interest and/or principal payments. Values of debt securities may rise or fall in response to changes in interest rates, and this risk may be enhanced with longer-term maturities.

Foreign Investing: Investing internationally involves additional risks such as currency, political, accounting, economic, and market risk.

High Yield-High Risk Fixed Income Securities: There is a greater level of credit risk and price volatility involved with high yield securities than investment grade securities.

Industry/Sector Concentration: A fund that focuses its investments in a particular industry or sector will be more sensitive to conditions that affect that industry or sector than a non-concentrated fund.

Leverage: When a fund leverages its portfolio, the value of its shares may be more volatile and all other risks may be compounded.

Call/Put Spreads: Buying and selling call and put option spreads on the SPX Index risks the loss of the premium when buying and may increase downside losses.

Market Price/NAV: At the time of purchase and/or sale, an investor's shares may have a market price that is above or below the fund's NAV, which may increase the investor's risk of loss.

Fundamental Risk of Investing: There can be no assurance that the Fund will achieve its investment objectives. An investment in the shares of the Fund is subject to the risk of loss of principal; shares may decrease in value.

VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited)
MARCH 31, 2017

(\$ reported in thousands)

Portfolio Holdings Summary Weightings		
The following table presents the portfolio holdings within certain sectors and as a percentage of total investments net of written options attributable to each sector.		
Common Stocks		63%
Utilities	27%	
Industrials	23	
Energy	12	
All other Common Stock	1	
Corporate Bonds and Notes		21
Energy	6	
Financials	4	
All other Corporate Bonds and Notes	11	
Mortgage-Backed Securities		5
Foreign Government Securities		5
Loan Agreements		3
Other		3
Total		100%

	PAR VALUE	VALUE		PAR VALUE	VALUE
FOREIGN GOVERNMENT SECURITIES—7.0%			FOREIGN GOVERNMENT SECURITIES (continued)		
Argentine Republic			Kingdom of Jordan 144A		
144A 5.625%, 1/26/22 ⁽³⁾	\$ 155	\$ 159	5.750%, 1/31/27 ⁽³⁾	\$ 440	\$ 432
144A 7.500%, 4/22/26 ⁽³⁾	895	952	Kingdom of Morocco		
144A 6.875%, 1/26/27 ⁽³⁾	220	223	144A		
Series NY			5.500%, 12/11/42 ⁽³⁾	400	427
8.280%, 12/31/33	757	813	Provincia de Buenos		
144A 7.125%, 7/6/36 ⁽³⁾	600	581	Aires 144A		
Bolivarian Republic of			9.125%, 3/16/24 ⁽³⁾	180	200
Venezuela			Republic of Colombia		
RegS			4.375%, 3/21/23	877,000 ^{CDP}	278
8.250%, 10/13/24 ⁽⁴⁾	510	231	3.875%, 4/25/27	260	259
RegS 7.650%, 4/21/25 ⁽⁴⁾	1,050	441	9.850%, 6/28/27	1,050,000 ^{CDP}	463
9.375%, 1/13/34	430	196	Republic of Costa Rica		
Federative Republic of			144A 7.000%, 4/4/44 ⁽³⁾	440	445
Brazil			Republic of Ecuador 144A		
12.500%, 1/5/22	2,595 ^{BRL}	916	9.650%, 12/13/26 ⁽³⁾	430	446
8.500%, 1/5/24	950 ^{BRL}	288	Republic of El Salvador		
6.000%, 4/7/26	235	256	144A 6.375%, 1/18/27 ⁽³⁾	200	180
5.625%, 1/7/41	335	327	Republic of Ghana 144A		
Kingdom of Bahrain 144A			10.750%, 10/14/30 ⁽³⁾	255	300
7.000%, 10/12/28 ⁽³⁾	380	397			

See Notes to Schedule of Investments

VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

(\$ reported in thousands)

	<u>PAR VALUE</u>	<u>VALUE</u>		<u>PAR VALUE</u>	<u>VALUE</u>
FOREIGN GOVERNMENT SECURITIES (continued)			Non-Agency (continued)		
Republic of South Africa			Bayview Opportunity		
Series R203,			Master Fund Iva Trust		
8.250%, 9/15/17	2,665 ^{ZAR}	\$ 199	16-SPL1, B1 144A		
Series R208,			4.250%, 4/28/55 ⁽³⁾	\$ 255	\$ 262
6.750%, 3/31/21	4,635 ^{ZAR}	332	17-SPL1, B1 144A		
4.875%, 4/14/26	\$ 200	201	4.250%, 10/28/64 ⁽²⁾⁽³⁾	163	168
Republic of Turkey			Citigroup Commercial		
6.250%, 9/26/22	425	455	Mortgage Trust		
4.875%, 10/9/26	1,045	1,009	16-SMPL, A 144A		
6.000%, 3/25/27	200	208	2.228%, 9/10/31 ⁽³⁾	440	432
4.875%, 4/16/43	435	374	Colony Starwood Homes		
Russian Federation			Trust 16-2A, C 144A		
Series 6216			3.093%, 12/17/33 ⁽²⁾⁽³⁾	320	321
6.700%, 5/15/19	20,000 ^{RUB}	344	Credit Suisse First Boston		
144A 4.875%, 9/16/23 ⁽³⁾	200	215	Mortgage Securities		
Sultanate of Oman 144A			Corp. 03-AR30, 5A1		
4.750%, 6/15/26 ⁽³⁾⁽⁵⁾	585	589	3.185%, 1/25/34 ⁽²⁾	172	174
Ukraine 144A			Freddie Mac Structured		
7.750%, 9/1/26 ⁽³⁾	465	428	Agency Credit Risk Debt		
United Mexican States			Notes 16-DNA2, M2		
Series M,			3.182%, 10/25/28 ⁽²⁾	750	764
6.500%, 6/9/22	8,520 ^{MXN}	447	Home Equity Mortgage		
4.150%, 3/28/27	265	270	Trust 05-2, M7		
			2.662%, 7/25/35 ⁽²⁾	291	288
TOTAL FOREIGN GOVERNMENT SECURITIES		14,281	JPMorgan Chase (Bear		
(Identified Cost \$14,562)			Stearns) Alternate Loan		
			Trust 04-5, 3A1		
MORTGAGE-BACKED SECURITIES—7.2%			3.317%, 6/25/34 ⁽²⁾	576	578
Agency—1.6%			JPMorgan Chase		
FNMA 3.500%, 1/1/46 ⁽⁵⁾	3,142	3,216	Commercial Mortgage		
			Securities Trust		
Non-Agency—5.6%			07-LDPX, AM		
Agate Bay Mortgage Trust			5.464%, 1/15/49 ⁽²⁾	299	299
13-1, A1 144A			JPMorgan Chase		
3.500%, 7/25/43 ⁽²⁾⁽³⁾	1,171	1,179	Mortgage Trust		
American Homes 4 Rent			16-1, M2 144A		
Trust 14-SFR2, C 144A			3.750%, 4/25/45 ⁽²⁾⁽³⁾	257	257
4.705%, 10/17/36 ⁽³⁾	390	407	16-2, M2 144A		
AMSR Trust			3.750%, 12/25/45 ⁽²⁾⁽³⁾	395	395
16-SFR1, C 144A			16-1, A3 144A		
3.193%, 11/17/33 ⁽²⁾⁽³⁾	245	247	3.500%, 5/25/46 ⁽³⁾	257	259
16-SFR1, D 144A			16-5, A1 144A		
3.343%, 11/17/33 ⁽²⁾⁽³⁾	385	388	2.602%, 12/25/46 ⁽²⁾⁽³⁾	554	552
Bank of America (Merrill			Morgan Stanley Capital		
Lynch) Commercial			Barclays Bank Trust		
Mortgage Securities			16-MART, A 144A		
Trust 15-200P, A 144A			2.200%, 9/13/31 ⁽³⁾	650	638
3.218%, 4/14/33 ⁽³⁾	240	241			

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VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

(\$ reported in thousands)

	PAR VALUE	VALUE		PAR VALUE	VALUE
Non-Agency (continued)			ASSET-BACKED SECURITIES (continued)		
New Residential			Exeter Automobile		
Mortgage Loan Trust			Receivables Trust		
14-1A, A 144A			16-3A, B 144A		
3.750%, 1/25/54 ⁽²⁾⁽³⁾	\$ 167	\$ 171	2.840%, 8/16/21 ⁽³⁾	\$ 440	\$ 439
16-3A, A1 144A			First Investors Auto		
3.750%, 9/25/56 ⁽²⁾⁽³⁾	218	221	Owner Trust 16-2A,		
16-4A, B1A 144A			C 144A		
4.500%, 11/25/56 ⁽³⁾	464	478	2.530%, 7/15/22 ⁽³⁾	760	750
One Market Plaza Trust			Mariner Finance Issuance		
17-1MKT, A 144A			Trust 17-AA, A 144A		
3.614%, 2/10/32 ⁽³⁾	210	217	3.620%, 2/20/29 ⁽³⁾	260	261
Towd Point Mortgage			TGIF Funding LLC 17-1A,		
Trust			A2 144A		
15-1, A2 144A			6.202%, 4/30/47 ⁽³⁾	265	260
3.250%, 10/25/53 ⁽²⁾⁽³⁾	630	614	Trip Rail Master Funding		
15-6, M1 144A			LLC 14-1A, A1 144A		
3.750%, 4/25/55 ⁽²⁾⁽³⁾	120	117	2.863%, 4/15/44 ⁽³⁾	363	356
15-2, 1M1 144A			VSE VOI Mortgage LLC		
3.250%, 11/25/60 ⁽²⁾⁽³⁾	615	610	16-A, A 144A		
Tricon American Homes			2.540%, 7/20/33 ⁽³⁾	392	391
Trust 16-SFR1, C 144A					
3.487%, 11/17/33 ⁽³⁾	635	621	TOTAL ASSET-BACKED SECURITIES		
Vericrest Opportunity			(Identified Cost \$3,354)		3,319
Loan Trust LLC					
XXXV 16-NPL9,			CORPORATE BONDS AND NOTES—27.5%		
A1 144A			Consumer Discretionary—3.2%		
3.500%, 9/25/46 ⁽²⁾⁽³⁾	352	352	American Greetings Corp.		
16-NP11, A1 144A			144A 7.875%, 2/15/25 ⁽³⁾	100	105
3.500%, 10/25/46 ⁽²⁾⁽³⁾	181	182	Beazer Homes USA, Inc.		
15-NPL2, A1 144A			144A 6.750%, 3/15/25 ⁽³⁾	250	252
3.375%, 2/25/55 ⁽²⁾⁽³⁾	76	75	Cablevision Systems		
15-NPL3, A1 144A			Corp.		
3.375%, 10/25/58 ⁽²⁾⁽³⁾	119	119	5.875%, 9/15/22	345	349
		11,626	Caesars Entertainment		
TOTAL MORTGAGE-BACKED SECURITIES			Resort Properties LLC		
(Identified Cost \$15,075)		14,842	8.000%, 10/1/20	145	152
ASSET-BACKED SECURITIES—1.6%			Caesars Growth		
BCC Funding XIII LLC			Properties Holdings LLC		
16-1, D 144A			9.375%, 5/1/22	445	480
4.780%, 8/20/22 ⁽³⁾	460	452	CalAtlantic Group, Inc.		
Centre Point Funding LLC			5.250%, 6/1/26	180	180
12-2A, 1 144A			Clear Channel Worldwide		
2.610%, 8/20/21 ⁽³⁾	416	410	Holdings, Inc. Series B		
			7.625%, 3/15/20	395	400
			Cooper-Standard		
			Automotive, Inc. 144A		
			5.625%, 11/15/26 ⁽³⁾	225	226

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VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

(\$ reported in thousands)

	<u>PAR VALUE</u>	<u>VALUE</u>		<u>PAR VALUE</u>	<u>VALUE</u>
Consumer Discretionary (continued)			Consumer Discretionary (continued)		
Dana Financing Luxembourg S.a.r.l. 144A 5.750%, 4/15/25 ⁽³⁾	\$ 125	\$ 126	Toll Brothers Finance Corp. 5.625%, 1/15/24	\$ 75	\$ 79
Eagle II Acquisition Co., LLC 144A 6.000%, 4/1/25 ⁽³⁾	40	41	4.875%, 11/15/25 ⁽⁵⁾	100	101
Gateway Casinos & Entertainment Ltd. 144A 8.250%, 3/1/24 ⁽³⁾	115	117	TRI Pointe Group, Inc. 5.875%, 6/15/24	150	155
Goodyear Tire & Rubber Co. (The) 4.875%, 3/15/27	150	150	VTR Finance BV 144A 6.875%, 1/15/24 ⁽³⁾	400	417
Hilton Worldwide Finance LLC 144A 4.625%, 4/1/25 ⁽³⁾	70	71	Wyndham Worldwide Corp. 4.500%, 4/1/27	70	71
144A 4.875%, 4/1/27 ⁽³⁾	45	46	Ziggo Secured Finance BV 144A 5.500%, 1/15/27 ⁽³⁾	185	185
Horton (D.R.), Inc. 4.750%, 2/15/23	315	335			<u>6,622</u>
iHeartCommunications, Inc. 9.000%, 3/1/21	135	103	Consumer Staples—1.1%		
International Game Technology plc 144A 6.250%, 2/15/22 ⁽³⁾	300	322	Dole Food Co., Inc. 144A 7.250%, 5/1/19 ⁽³⁾	240	245
Landry's, Inc. 144A 6.750%, 10/15/24 ⁽³⁾	95	99	7.250%, 6/15/25 ⁽³⁾	235	236
Meritor, Inc. 6.750%, 6/15/21	130	135	ESAL GmbH 144A 6.250%, 2/5/23 ⁽³⁾	430	432
MPG Holdco I, Inc. 7.375%, 10/15/22	385	419	Kronos Acquisition Holdings, Inc. 144A 9.000%, 8/15/23 ⁽³⁾	165	168
NCL Corp., Ltd. 144A 4.750%, 12/15/21 ⁽³⁾	270	275	MARB BondCo plc 144A 7.000%, 3/15/24 ⁽³⁾	315	314
Pinnacle Entertainment, Inc. 144A 5.625%, 5/1/24 ⁽³⁾	145	147	Pilgrim's Pride Corp. 144A 5.750%, 3/15/25 ⁽³⁾	165	167
QVC, Inc. 5.125%, 7/2/22 ⁽⁵⁾	270	283	Post Holdings, Inc. 144A 5.000%, 8/15/26 ⁽³⁾	265	255
Scientific Games International, Inc. 6.625%, 5/15/21	255	240	Safeway, Inc. 7.250%, 2/1/31	180	175
144A 7.000%, 1/1/22 ⁽³⁾	60	64	Tops Holding LLC 144A 8.000%, 6/15/22 ⁽³⁾	415	342
Signet UK Finance plc 4.700%, 6/15/24 ⁽⁵⁾	260	252			<u>2,334</u>
TI Group Automotive Systems LLC 144A 8.750%, 7/15/23 ⁽³⁾⁽⁵⁾	230	245	Energy—7.5%		
			Alberta Energy Co., Ltd. 8.125%, 9/15/30 ⁽⁵⁾	165	210
			Alta Mesa Holdings LP 144A 7.875%, 12/15/24 ⁽³⁾	180	188
			American Midstream Partners LP 144A 8.500%, 12/15/21 ⁽³⁾	150	154

See Notes to Schedule of Investments

VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

(\$ reported in thousands)

	<u>PAR VALUE</u>	<u>VALUE</u>		<u>PAR VALUE</u>	<u>VALUE</u>
Energy (continued)			Energy (continued)		
Anadarko Finance Co. Series B 7.500%, 5/1/31	\$ 165	\$ 209	144A 8.000%, 11/29/24 ⁽³⁾	\$ 195	\$ 206
Antero Resources Corp. 5.625%, 6/1/23	205	211	144A 8.000%, 2/15/25 ⁽³⁾	95	89
Archrock Partners LP 6.000%, 10/1/22	340	337	Gazprom OAO (Gaz Capital S.A.) 144A 6.000%, 11/27/23 ⁽³⁾⁽⁶⁾	435	471
Blue Racer Midstream LLC 144A 6.125%, 11/15/22 ⁽³⁾	145	148	Helmerich & Payne International Drilling Co. 4.650%, 3/15/25	240	249
Callon Petroleum Co. 144A 6.125%, 10/1/24 ⁽³⁾	115	120	HollyFrontier Corp. 5.875%, 4/1/26 ⁽⁵⁾	290	308
Carrizo Oil & Gas, Inc. 6.250%, 4/15/23	320	322	Laredo Petroleum, Inc. 7.375%, 5/1/22	275	287
Cheniere Corpus Christi Holdings LLC 144A 7.000%, 6/30/24 ⁽³⁾	360	398	Lukoil International Finance BV 144A 4.563%, 4/24/23 ⁽³⁾	425	436
Chesapeake Energy Corp. 6.625%, 8/15/20	150	151	Matador Resources Co. 144A 6.875%, 4/15/23 ⁽³⁾	370	388
Concho Resources, Inc. 5.500%, 4/1/23	130	135	MEG Energy Corp. 144A 6.500%, 1/15/25 ⁽³⁾	100	100
CONSOL Energy, Inc. 5.875%, 4/15/22	285	283	MPLX LP 4.875%, 12/1/24 ⁽⁵⁾	315	331
Continental Resources, Inc. 4.500%, 4/15/23	140	137	NGL Energy Partners LP 5.125%, 7/15/19	276	278
Crestwood Midstream Partners LP 6.250%, 4/1/23	420	438	Noble Holding International Ltd. 7.750%, 1/15/24	140	135
Denbury Resources, Inc. 5.500%, 5/1/22	120	94	Occidental Petroleum Corp. 4.400%, 4/15/46	285	290
Diamondback Energy, Inc. 144A 4.750%, 11/1/24 ⁽³⁾	45	45	Parker Drilling Co. 7.500%, 8/1/20	355	334
144A 5.375%, 5/31/25 ⁽³⁾	260	268	Parsley Energy LLC 144A 6.250%, 6/1/24 ⁽³⁾	95	101
Ecopetrol S.A. 5.375%, 6/26/26 ⁽⁵⁾	410	419	Peabody Securities Finance Corp. 144A 6.000%, 3/31/22 ⁽³⁾	30	30
Encana Corp. 3.900%, 11/15/21	150	153	Petrobras Global Finance BV 5.375%, 1/27/21	315	325
Energy Transfer Equity LP 5.875%, 1/15/24	410	438	8.375%, 5/23/21	130	147
EnQuest plc PIK Interest Capitalization, 7.000%, 4/15/22 ⁽¹⁴⁾	389	304	8.750%, 5/23/26	550	638
EP Energy LLC 9.375%, 5/1/20	105	99	Petroleos de Venezuela S.A. RegS 8.500%, 11/2/17 ⁽⁴⁾	44	36
			144A 8.500%, 10/27/20 ⁽³⁾	150	113
			144A 6.000%, 5/16/24 ⁽³⁾	525	193

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VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

(\$ reported in thousands)

	<u>PAR VALUE</u>	<u>VALUE</u>		<u>PAR VALUE</u>	<u>VALUE</u>
Energy (continued)			Financials (continued)		
Petroleos Mexicanos			Ares Capital Corp.		
4.875%, 1/24/22 ⁽⁵⁾	\$ 225	\$ 231	3.625%, 1/19/22	\$ 110	\$ 109
6.875%, 8/4/26 ⁽⁵⁾	465	516	Australia & New Zealand		
6.500%, 6/2/41 ⁽⁵⁾	225	223	Banking Group Ltd.		
QEP Resources, Inc.			144A 4.400%, 5/19/26 ⁽³⁾	200	205
6.875%, 3/1/21	190	203	Banco Bilbao Vizcaya		
5.250%, 5/1/23	160	158	Argentaria Bancomer		
Regency Energy Partners			S.A. 144A		
LP			6.500%, 3/10/21 ⁽³⁾⁽⁵⁾	500	548
5.875%, 3/1/22	100	110	Banco de Bogota S.A.		
5.000%, 10/1/22	120	128	144A		
Rosneft Oil Co. 144A			6.250%, 5/12/26 ⁽³⁾⁽⁵⁾	305	319
4.199%, 3/6/22 ⁽³⁾⁽⁶⁾	440	441	Banco de Credito del Peru		
RSP Permian, Inc. 144A			144A		
5.250%, 1/15/25 ⁽³⁾	165	167	6.125%, 4/24/27 ⁽²⁾⁽³⁾⁽⁵⁾	210	230
SM Energy Co.			Banco Internacional del		
6.125%, 11/15/22	155	157	Peru SAA Interbank		
6.500%, 1/1/23	165	168	144A		
Southern Gas Corridor			6.625%, 3/19/29 ⁽²⁾⁽³⁾⁽⁵⁾	320	351
CJSC 144A			Bancolumbia S.A.		
6.875%, 3/24/26 ⁽³⁾	300	330	5.125%, 9/11/22 ⁽⁵⁾	360	376
State Oil Co. of the			Bank of America Corp.		
Azerbaijan Republic			4.200%, 8/26/24	328	334
6.950%, 3/18/30	345	365	Brookfield Finance LLC		
Summit Midstream			4.000%, 4/1/24	189	190
Holdings LLC			Citigroup, Inc.		
5.750%, 4/15/25	45	45	4.600%, 3/9/26 ⁽⁵⁾	190	195
Sunoco LP			Compass Bank		
6.375%, 4/1/23	590	602	3.875%, 4/10/25	425	417
Transocean, Inc.			Drawbridge Special		
144A 9.000%, 7/15/23 ⁽³⁾	145	156	Opportunities Fund LP		
6.800%, 3/15/38	100	83	144A 5.000%, 8/1/21 ⁽³⁾⁽⁵⁾	350	344
Weatherford International			Eurasian Development		
Ltd. 144A			Bank 144A		
9.875%, 2/15/24 ⁽³⁾	100	116	4.767%, 9/20/22 ⁽³⁾	440	457
Whiting Petroleum Corp.			FS Investment Corp.		
6.250%, 4/1/23	100	100	4.750%, 5/15/22 ⁽⁵⁾	180	184
YPF S.A. 144A			GrupoSura Finance S.A.		
8.500%, 3/23/21 ⁽³⁾	245	269	144A		
		15,314	5.500%, 4/29/26 ⁽³⁾⁽⁵⁾	275	290
Financials—4.7%			Guanay Finance Ltd.		
Allstate Corp. (The)			144A		
5.750%, 8/15/53 ⁽²⁾⁽¹⁰⁾	320	343	6.000%, 12/15/20 ⁽³⁾	404	417
Ally Financial, Inc.			ICAHN Enterprises LP		
5.750%, 11/20/25	350	360	6.000%, 8/1/20	150	155
			5.875%, 2/1/22	250	255

See Notes to Schedule of Investments

VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
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(\$ reported in thousands)

	<u>PAR VALUE</u>	<u>VALUE</u>		<u>PAR VALUE</u>	<u>VALUE</u>
Financials (continued)			Health Care (continued)		
iStar, Inc.			Concordia International		
5.000%, 7/1/19	\$ 225	\$ 228	Corp. 144A		
6.000%, 4/1/22	65	66	9.000%, 4/1/22 ⁽³⁾	\$ 75	\$ 55
Kazakhstan Temir Zholy			Endo Finance LLC 144A		
Finance BV 144A			6.000%, 7/15/23 ⁽³⁾⁽⁵⁾	355	312
6.950%, 7/10/42 ⁽³⁾	430	453	Envision Healthcare Corp.		
Leucadia National Corp.			144A 6.250%, 12/1/24 ⁽³⁾	65	68
5.500%, 10/18/23	140	149	HCA, Inc.		
Morgan Stanley			5.375%, 2/1/25	140	146
4.350%, 9/8/26	210	214	Hill-Rom Holdings, Inc.		
Navient Corp.			144A 5.000%, 2/15/25 ⁽³⁾	164	164
6.500%, 6/15/22	128	129	inVentiv Group Holdings,		
7.250%, 9/25/23	80	81	Inc. 144A		
OM Asset Management			7.500%, 10/1/24 ⁽³⁾	180	186
plc			MEDNAX, Inc. 144A		
4.800%, 7/27/26 ⁽⁵⁾	225	224	5.250%, 12/1/23 ⁽³⁾	175	179
Powszechna Kasa			MPH Acquisition		
Oszczednosci Bank			Holdings LLC 144A		
PolSKI S.A. 144A			7.125%, 6/1/24 ⁽³⁾	245	264
4.630%, 9/26/22 ⁽³⁾⁽⁵⁾⁽⁶⁾	235	247	Ortho-Clinical		
Prudential Financial, Inc.			Diagnostics, Inc. 144A		
5.875%, 9/15/42 ⁽²⁾⁽⁵⁾	170	185	6.625%, 5/15/22 ⁽³⁾	325	304
5.625%, 6/15/43 ⁽²⁾⁽⁵⁾⁽¹⁰⁾	165	177	Surgery Center Holdings,		
Springleaf Finance Corp.			Inc. 144A		
5.250%, 12/15/19	205	207	8.875%, 4/15/21 ⁽³⁾	190	201
Tervita Escrow Corp.			Surgical Care Affiliates,		
144A 7.625%, 12/1/21 ⁽³⁾	50	52	Inc. 144A		
Turkiye Garanti Bankasi			6.000%, 4/1/23 ⁽³⁾	415	447
AS 144A			Tenet Healthcare Corp.		
5.250%, 9/13/22 ⁽³⁾	400	399	5.500%, 3/1/19	100	102
Vnesheconombank 144A			144A 7.500%, 1/1/22 ⁽³⁾	15	16
6.025%, 7/5/22 ⁽³⁾	200	215	8.125%, 4/1/22	145	152
Voya Financial, Inc.			Teva Pharmaceutical		
5.650%, 5/15/53 ⁽²⁾⁽⁵⁾	570	582	Finance III BV		
		<u>9,687</u>	4.100%, 10/1/46	225	194
			Valeant Pharmaceuticals		
Health Care—1.8%			International, Inc.		
Alere, Inc.			144A		
6.500%, 6/15/20	260	263	6.375%, 10/15/20 ⁽³⁾	165	150
Change Healthcare			144A 7.500%, 7/15/21 ⁽³⁾	50	44
Holdings LLC 144A			144A 5.625%, 12/1/21 ⁽³⁾	45	36
5.750%, 3/1/25 ⁽³⁾	45	46	144A 6.500%, 3/15/22 ⁽³⁾	30	31
Community Health			144A 5.875%, 5/15/23 ⁽³⁾	210	164
Systems, Inc.			144A 7.000%, 3/15/24 ⁽³⁾	25	26
5.125%, 8/1/21	70	70			<u>3,757</u>
6.875%, 2/1/22	135	116			
6.250%, 3/31/23	20	21			

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VIRTUS TOTAL RETURN FUND INC.
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	<u>PAR VALUE</u>	<u>VALUE</u>		<u>PAR VALUE</u>	<u>VALUE</u>
Industrials—2.1%			Industrials (continued)		
Advanced Disposal Services, Inc. 144A 5.625%, 11/15/24 ⁽³⁾	\$ 45	\$ 46	UAL Pass-Through-Trust 07-01, A 6.636%, 7/2/22	\$ 388	\$ 420
Bombardier, Inc. 144A 6.125%, 1/15/23 ⁽³⁾	190	187			4,359
Carpenter Technology Corp. 4.450%, 3/1/23 ⁽⁵⁾	350	355	Information Technology—0.5%		
CEB, Inc. 144A 5.625%, 6/15/23 ⁽³⁾	260	283	CDW LLC 5.000%, 9/1/25	50	51
Doric Nimrod Air Alpha Pass-Through-Trust 13-1, A 144A 5.250%, 5/30/25 ⁽³⁾⁽⁵⁾	280	292	CommScope Technologies LLC 144A 5.000%, 3/15/27 ⁽³⁾	55	55
DP World Ltd. 144A 6.850%, 7/2/37 ⁽³⁾⁽⁵⁾	210	242	Diamond 1 Finance Corp. 144A 5.450%, 6/15/23 ⁽³⁾	20	21
Embraer Netherlands Finance BV 5.400%, 2/1/27	120	124	144A 6.020%, 6/15/26 ⁽³⁾	20	22
Harland Clarke Holdings Corp. 144A 6.875%, 3/1/20 ⁽³⁾⁽⁵⁾	240	244	144A 8.100%, 7/15/36 ⁽³⁾	65	82
Hawaiian Airlines Pass-Through Certificates 13-1, B 4.950%, 1/15/22	420	419	DXC Technology Co. (Everett Spinco, Inc.) 144A 4.250%, 4/15/24 ⁽³⁾	59	60
Masco Corp. 5.950%, 3/15/22	300	337	Rackspace Hosting, Inc. 144A 8.625%, 11/15/24 ⁽³⁾	440	465
Navistar International Corp. 8.250%, 11/1/21	190	191	Radiate Holdco LLC 144A 6.625%, 2/15/25 ⁽³⁾	260	257
New Enterprise Stone & Lime Co., Inc. 144A 10.125%, 4/1/22 ⁽³⁾	20	21			1,013
Park Aerospace Holdings Ltd. 144A 5.500%, 2/15/24 ⁽³⁾	125	130	Materials—3.7%		
Pelabuhan Indonesia II PT 144A 4.250%, 5/5/25 ⁽³⁾	435	433	AK Steel Corp. 7.000%, 3/15/27	315	315
Prime Security Services Borrower LLC 144A 9.250%, 5/15/23 ⁽³⁾	180	198	Aleris International, Inc. 144A 9.500%, 4/1/21 ⁽³⁾	132	143
Standard Industries, Inc. 144A 5.500%, 2/15/23 ⁽³⁾	110	113	Alpek SAB de C.V. 144A 5.375%, 8/8/23 ⁽³⁾⁽⁵⁾	495	518
TransDigm, Inc. 6.000%, 7/15/22	200	203	Alpha 3 BV 144A 6.250%, 2/1/25 ⁽³⁾	50	51
6.500%, 5/15/25	120	121	ArcelorMittal 6.125%, 6/1/25	400	446
			Ardagh Packaging Finance plc 144A 7.250%, 5/15/24 ⁽³⁾	200	215
			BHP Billiton Finance USA Ltd. 144A 6.750%, 10/19/75 ⁽²⁾⁽³⁾⁽⁵⁾⁽¹⁰⁾	200	226
			BlueScope Steel Finance Ltd. 144A 6.500%, 5/15/21 ⁽³⁾	305	321
			Equate Petrochemical BV 144A 4.250%, 11/3/26 ⁽³⁾	315	315

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VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
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	<u>PAR VALUE</u>	<u>VALUE</u>		<u>PAR VALUE</u>	<u>VALUE</u>
Materials (continued)			Real Estate—0.6%		
Fortescue Metals Group			CyrusOne LP 144A		
Resources August 2006			5.375%, 3/15/27 ⁽³⁾	\$ 75	\$ 76
Pty Ltd. 144A			EPR Properties		
9.750%, 3/1/22 ⁽³⁾⁽⁵⁾	\$ 170	\$ 195	4.750%, 12/15/26	125	126
Freeport-McMoRan, Inc.			ESH Hospitality, Inc.		
3.550%, 3/1/22	120	112	144A 5.250%, 5/1/25 ⁽³⁾	285	288
3.875%, 3/15/23 ⁽⁵⁾	185	171	MPT Operating		
Gerdau Holdings, Inc.			Partnership LP		
144A			5.500%, 5/1/24 ⁽⁵⁾	200	203
7.000%, 1/20/20 ⁽³⁾⁽⁵⁾	300	327	Physicians Realty LP		
Glencore Funding LLC			4.300%, 3/15/27	93	93
144A 4.000%, 3/27/27 ⁽³⁾	315	311	Select Income REIT		
INEOS Group Holdings			4.500%, 2/1/25 ⁽⁵⁾	245	246
S.A. 144A			Uniti Group, Inc.		
5.625%, 8/1/24 ⁽³⁾	500	502	(Communications		
Kraton Polymers LLC			Sales & Leasing, Inc.)		
144A 7.000%, 4/15/25 ⁽³⁾	420	427	144A		
Mercer International, Inc.			7.125%, 12/15/24 ⁽³⁾	180	183
144A 6.500%, 2/1/24 ⁽³⁾	30	30			<u>1,215</u>
Novelis Corp. 144A			Telecommunication Services—1.3%		
5.875%, 9/30/26 ⁽³⁾	245	251	Altice Financing S.A.		
Office Cherifien des			144A 6.625%, 2/15/23 ⁽³⁾	240	250
Phosphates (OCP) S.A.			AT&T, Inc.		
144A 5.625%, 4/25/24 ⁽³⁾	350	373	4.250%, 3/1/27	155	157
Owens-Brockway Glass			5.250%, 3/1/37	50	51
Container, Inc. 144A			4.800%, 6/15/44 ⁽⁵⁾	140	131
6.375%, 8/15/25 ⁽³⁾	210	225	5.450%, 3/1/47	105	107
Reynolds Group Issuer,			CenturyLink, Inc. Series Y		
Inc. 144A			7.500%, 4/1/24	190	201
7.000%, 7/15/24 ⁽³⁾	425	456	Digicel Group Ltd. 144A		
Rusal Capital DAC 144A			8.250%, 9/30/20 ⁽³⁾	500	432
5.125%, 2/2/22 ⁽³⁾	315	317	Frontier Communications		
Severstal Oao Via Steel			Corp.		
Capital S.A. 144A			6.250%, 9/15/21	175	164
3.850%, 8/27/21 ⁽³⁾⁽⁵⁾⁽⁶⁾	315	315	10.500%, 9/15/22	260	264
Silgan Holdings, Inc.			GTH Finance BV 144A		
144A 4.750%, 3/15/25 ⁽³⁾	45	45	7.250%, 4/26/23 ⁽³⁾	425	469
Standard Industries, Inc.			Sprint Communications,		
144A			Inc.		
6.000%, 10/15/25 ⁽³⁾⁽⁵⁾	250	258	6.000%, 11/15/22	315	323
Vale Overseas Ltd.			Zayo Group LLC		
5.875%, 6/10/21 ⁽⁵⁾	260	279	6.375%, 5/15/25	120	130
Vedanta Resources plc			144A 5.750%, 1/15/27 ⁽³⁾	10	11
144A 6.000%, 1/31/19 ⁽³⁾	435	448			<u>2,690</u>
		<u>7,592</u>			

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VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
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	PAR VALUE	VALUE		PAR VALUE	VALUE
Utilities—1.0%					
AmeriGas Partners LP					
5.500%, 5/20/25	\$ 105	\$ 105			
Dynegy, Inc.					
7.375%, 11/1/22 ⁽⁵⁾	265	264			
Eskom Holdings SOC Ltd.					
144A 7.125%, 2/11/25 ⁽³⁾	200	202			
Ferrellgas LP 144A					
8.625%, 6/15/20 ⁽³⁾	50	48			
Lamar Funding Ltd. 144A					
3.958%, 5/7/25 ⁽³⁾	435	413			
Majapahit Holding BV					
144A 7.750%, 1/20/20 ⁽³⁾	345	390			
Talen Energy Supply LLC					
144A					
4.625%, 7/15/19 ⁽³⁾⁽⁵⁾	300	308			
TerraForm Power					
Operating LLC 144A					
6.375%, 2/1/23 ⁽²⁾⁽³⁾	225	235			
		1,965			
TOTAL CORPORATE BONDS AND NOTES					
(Identified Cost \$56,022)		56,548			
LOAN AGREEMENTS—4.0%					
Consumer Discretionary—0.8%					
Affinity Gaming LLC					
4.524%, 7/1/23	199	200			
Bass Pro Group LLC					
6.147%, 12/15/23	370	357			
Caesars Entertainment					
Resort Properties LLC					
Tranche B,					
7.000%, 10/11/20	313	316			
Caesars Growth					
Properties Holdings LLC					
Tranche B, First Lien,					
6.250%, 5/8/21	189	191			
Gateway Casinos &					
Entertainment Ltd.					
Tranche B-1,					
4.800%, 2/22/23	45	46			
Harbor Freight Tools					
USA, Inc.					
4.232%, 8/18/23	124	124			
Las Vegas Sands, LLC					
Refinancing Term,					
2.980%, 3/29/24	184	185			
Consumer Discretionary (continued)					
Laureate Education, Inc.					
2021 Extended,					
8.509%, 3/17/21	\$ 149	\$ 150			
UFC Holdings LLC					
First Lien,					
4.250%, 8/18/23	149	150			
				1,719	
Consumer Staples—0.4%					
Albertson's LLC					
Tranche B-4					
3.982%, 8/25/21	249	251			
Amplify Snack Brands,					
Inc.					
6.500%, 9/2/23	313	305			
Chobani LLC First Lien,					
5.250%, 10/9/23	65	66			
JBS USA Lux S.A.					
3.289%, 10/30/22	70	70			
Kronos, Inc. Second Lien,					
9.284%, 11/1/24	80	83			
TKC Holdings, Inc.					
First Lien,					
4.750%, 2/1/23	90	91			
				866	
Energy—0.3%					
Contura Energy, Inc.					
6.000%, 3/18/24	265	264			
Peabody Energy Corp.					
First Lien,					
5.500%, 3/31/22	130	130			
Seadrill Operating LP					
4.147%, 2/21/21	248	169			
				563	
Financials—0.2%					
Avolon TLB Borrower 1					
U.S. LLC Tranche B-2,					
0.000%, 3/21/22 ⁽⁷⁾	5	5			
Lonestar Intermediate					
Super Holdings LLC					
10.000%, 8/31/21	190	198			

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VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
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	<u>PAR VALUE</u>	<u>VALUE</u>		<u>PAR VALUE</u>	<u>VALUE</u>
Financials (continued)			Industrials (continued)		
Walter Investment Management Corp. Tranche B, 4.750%, 12/18/20	\$ 271	\$ 235	Zodiac Pool Solutions LLC First Lien, 5.647%, 12/20/23	\$ 90	\$ 91
		<u>438</u>			<u>1,148</u>
Health Care—0.6%			Information Technology—0.5%		
Change Healthcare Holdings, Inc. 3.750%, 3/1/24	110	110	Blackboard, Inc. Tranche B-4, First Lien, 6.023%, 6/30/21	304	304
CHG Healthcare Services, Inc. First Lien, 4.750%, 6/7/23	199	201	Presidio LLC Tranche B, First Lien, 4.250%, 2/2/22	192	194
HLF Financing S.a.r.l. Senior Lien, 6.482%, 2/15/23	75	75	Rackspace Hosting, Inc. Tranche B, First Lien, 4.535%, 11/3/23	110	111
Inventiv Group Holdings, Inc. 4.804%, 11/9/23	254	256	Sungard Availability Services Capital, Inc. Tranche B, 0.000%, 3/29/19 ⁽⁷⁾	260	252
NVA Holdings, Inc. Second Lien, 8.147%, 8/14/22	205	207	Veritas US, Inc. Tranche B-1, 6.772%, 1/27/23	244	242
Quorum Health Corp. 6.789%, 4/29/22	128	125			<u>1,103</u>
U.S. Renal Care, Inc. First Lien, 5.397%, 12/30/22	194	183	Materials—0.4%		
		<u>1,157</u>	Anchor Glass Container Corp. First Lien, 4.250%, 12/7/23	76	76
Industrials—0.5%			Second Lien, 8.750%, 12/7/24	82	84
84 Lumber Co. 6.750%, 10/25/23	318	322	CPI Acquisition, Inc. First Lien, 5.834%, 8/17/22	345	322
Coinstar LLC Tranche B, First Lien 5.250%, 9/27/23	124	126	New Arclin U.S. Holdings Corp. First Lien, 5.670%, 2/14/24	60	61
Navistar, Inc. Tranche B, 5.000%, 8/7/20	199	201	Omnova Solutions, Inc. Tranche B-2, 5.250%, 8/25/23	249	252
PAE Holding Corp. First Lien, 6.500%, 10/20/22	101	102			<u>795</u>
Quikrete Holdings, Inc. First Lien, 4.232%, 11/15/23	30	30	Real Estate—0.1%		
Sedgwick Claims Management Services, Inc. Second Lien, 6.804%, 2/28/22	275	276	Capital Automotive LP Tranche B, Second Lien, 7.000%, 3/24/25	140	142

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SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
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	PAR VALUE	VALUE	SHARES	VALUE
Telecommunication Services—0.1%				
Neustar, Inc. Tranche B2, 0.000%, 3/1/24 ⁽⁷⁾	\$ 65	\$ 66		
Tranche B, Second Lien, 0.000%, 2/28/25 ⁽⁷⁾	75	76		
		<u>142</u>		
Utilities—0.1%				
Helix Gen Funding LLC Tranche 0.000%, 3/9/24 ⁽⁷⁾	10	10		
Vistra Operations Company LLC 3.732%, 8/4/23 Tranche C, 3.732%, 8/4/23	110	110		
	25	<u>25</u>		
		<u>145</u>		
TOTAL LOAN AGREEMENTS (Identified Cost \$8,152)		8,218		
	SHARES			
PREFERRED STOCKS—1.6%				
Energy—0.2%				
PTT Exploration & Production PCL Series Y, 144A, 4.875% ⁽²⁾⁽³⁾⁽⁵⁾⁽¹⁵⁾	435 ⁽¹¹⁾	445		
Financials—1.1%				
Citigroup, Inc. Series J, 7.125% ⁽⁹⁾⁽¹⁵⁾	15,000	433		
Series T, 6.250% ⁽²⁾⁽⁵⁾⁽⁸⁾⁽¹⁵⁾	500 ⁽¹¹⁾	540		
M&T Bank Corp. Series F, 5.125% ⁽²⁾⁽⁵⁾⁽⁸⁾⁽¹⁰⁾⁽¹⁵⁾	125 ⁽¹¹⁾	124		
PNC Financial Services Group, Inc. (The) Series R, 4.850% ⁽²⁾⁽⁵⁾⁽¹⁵⁾	305 ⁽¹¹⁾	304		
Series S, 5.000% ⁽²⁾⁽⁵⁾⁽¹⁵⁾	250 ⁽¹¹⁾	249		
Wells Fargo & Co. Series K, 7.980% ⁽²⁾⁽⁵⁾⁽¹⁵⁾	310 ⁽¹¹⁾	323		
Financials (continued)				
Zions Bancorp 6.950% ⁽⁹⁾			12,200	\$ 356
				<u>2,329</u>
Industrials—0.3%				
General Electric Co. Series D, 5.000% ⁽²⁾⁽⁵⁾⁽¹⁵⁾			490 ⁽¹¹⁾	516
TOTAL PREFERRED STOCKS (Identified Cost \$3,317)				3,290
COMMON STOCKS—84.7%				
Energy—15.7%				
Enbridge, Inc.			186,368	7,797
Kinder Morgan, Inc.			315,355	6,856
ONEOK, Inc.			19,170	1,063
Pembina Pipeline Corp.			56,825	1,800
Plains GP Holdings LP Class A			69,727	2,180
Tallgrass Energy GP LP			63,275	1,820
Targa Resources Corp.			35,090	2,102
TransCanada Corp.			135,725	6,264
Williams Cos., Inc. (The)			79,995	2,367
				<u>32,249</u>
Industrials—24.5%				
Abertis Infraestructuras SA			221,835	3,574
Aena SA ⁽⁸⁾			35,764	5,658
Atlantia SpA			254,115	6,560
Auckland International Airport Ltd.			643,364	3,049
Canadian Pacific Railway Ltd.			13,630	2,003
CSX Corp.			89,545	4,168
Ferrovial SA			96,444	1,930
Flughafen Zuerich AG Registered Shares			14,409	3,071
Norfolk Southern Corp.			32,730	3,665
Transurban Group			1,210,875	10,796
Union Pacific Corp.			36,865	3,905
Vinci SA			24,829	1,968
				<u>50,347</u>
Real Estate—5.7%				
American Tower Corp.			55,475	6,742

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SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
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	<u>SHARES</u>	<u>VALUE</u>		<u>CONTRACTS</u>	<u>VALUE</u>
Real Estate (continued)			PURCHASED OPTIONS—0.1%		
Crown Castle International Corp.	52,615	\$ 4,970	Call Options—0.0%		
		<u>11,712</u>	S&P 500® Index		
			expiration 04/05/17		
			strike price \$2,465		
			393	\$	2
Telecommunication Services—2.6%			S&P 500® Index		
BCE, Inc.	30,625	1,356	expiration 04/07/17		
Cellnex Telecom SA ⁽³⁾	121,570	2,007	strike price \$2,475		
TELUS Corp.	61,355	1,991	S&P 500® Index		
		<u>5,354</u>	expiration 04/12/17		
			strike price \$2,465		
			390		0
Utilities—36.2%			S&P 500® Index		
ALLETE, Inc.	22,770	1,542	expiration 04/13/17		
American Electric Power Co., Inc.	70,200	4,712	strike price \$2,470		
American Water Works Co., Inc.	46,715	3,633	724		<u>14</u>
Aqua America, Inc.	51,040	1,641			<u>23</u>
Atmos Energy Corp.	25,135	1,985	Put Options—0.1%		
Black Hills Corp.	33,480	2,225	S&P 500® Index		
CenterPoint Energy, Inc.	48,280	1,331	expiration 04/05/17		
CMS Energy Corp.	49,325	2,207	strike price \$2,200		
Dominion Resources, Inc.	51,670	4,008	393		10
DTE Energy Co.	35,300	3,604	S&P 500® Index		
Edison International	29,695	2,364	expiration 04/07/17		
Emera, Inc.	47,575	1,681	strike price \$2,200		
Eversource Energy	27,400	1,611	S&P 500® Index		
Exelon Corp.	35,590	1,281	expiration 04/12/17		
Iberdrola SA	240,493	1,720	strike price \$2,245		
Innogy SE ⁽⁹⁾	51,155	1,931	390		39
National Grid plc	329,933	4,190	S&P 500® Index		
NextEra Energy, Inc.	59,935	7,694	expiration 04/13/17		
NiSource, Inc.	96,650	2,299	strike price \$2,255		
ONE Gas, Inc.	19,485	1,317	724		98
PG&E Corp.	67,475	4,478			<u>172</u>
Red Electrica Corp. SA	60,400	1,160	TOTAL PURCHASED OPTIONS—0.1%		
Sempra Energy	50,230	5,550	(Premiums Paid \$440)		
South Jersey Industries, Inc.	36,150	1,289	195		
Spire, Inc.	23,175	1,564	TOTAL LONG TERM INVESTMENTS—133.7%		
SSE plc	84,389	1,561	(Identified Cost \$271,054)		
Vectren Corp.	33,960	1,990	274,576⁽¹³⁾		
WEC Energy Group, Inc.	27,490	1,667			
Xcel Energy, Inc.	44,680	1,986			
		<u>74,221</u>			
TOTAL COMMON STOCKS		173,883			
(Identified Cost \$170,132)					

See Notes to Schedule of Investments

VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

(\$ reported in thousands)

	SHARES	VALUE		CONTRACTS	VALUE
SHORT-TERM INVESTMENT—1.0%					
Money Market Mutual Fund⁽¹²⁾—0.7%					
JPMorgan U.S. Government Money Market Fund – Institutional Shares (seven-day effective yield 0.622%)	2,026,373	\$ 2,026			
TOTAL SHORT-TERM INVESTMENT		2,026			
(Identified Cost \$2,026)					
TOTAL INVESTMENTS BEFORE WRITTEN OPTIONS—134.7%					
(Identified Cost \$273,080)		276,602⁽¹⁾			
CONTRACTS					
WRITTEN OPTIONS—(0.2)%					
Call Options—(0.1)%					
S&P 500 [®] Index expiration 04/05/17 strike price \$2,415	393	(4)			
S&P 500 [®] Index expiration 04/07/17 strike price \$2,425	718	(14)			
S&P 500 [®] Index expiration 04/12/17 strike price \$2,415	390	(31)			
S&P 500 [®] Index expiration 04/13/17 strike price \$2,420	724	(54)			
		<u>(103)</u>			
Put Options—(0.1)%					
S&P 500 [®] Index expiration 04/05/17 strike price \$2,250	393	(10)			
S&P 500 [®] Index expiration 04/07/17 strike price \$2,250	718	(36)			
S&P 500 [®] Index expiration 04/12/17 strike price \$2,295	390	(70)			
Put Options (continued)					
S&P 500 [®] Index expiration 04/13/17 strike price \$2,305	724	\$ (225)			(341)
TOTAL WRITTEN OPTIONS—(0.2)%					(444)⁽¹⁾
(Premiums Received \$888)					
TOTAL INVESTMENTS NET OF WRITTEN OPTIONS—134.5%					
(Identified Cost \$272,192)					276,158
Other assets and liabilities, net—(34.5)%					
					(70,841)
NET ASSETS—100.0%					<u>\$205,317</u>

Footnote Legend:

- ⁽¹⁾ Federal Income Tax Information: For tax information at March 31, 2017, see Note 3 Federal Income Tax Information in the Notes to Schedules of Investments.
- ⁽²⁾ Variable or step coupon security; interest rate shown reflects the rate in effect at March 31, 2017.
- ⁽³⁾ Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At March 31, 2017, these securities amounted to a value of \$58,626 or 21.0% of net assets.
- ⁽⁴⁾ Regulation S security. Security is offered and sold outside of the United States, therefore, it is exempt from registration with the SEC under Rules 903 and 904 of the Securities Act of 1933.
- ⁽⁵⁾ All or a portion of the security is segregated as collateral for written options.
- ⁽⁶⁾ This Note was issued for the sole purpose of funding a loan agreement between the issuer and the borrower. As the credit risk for this security lies solely with the borrower, the name represented here is that of the borrower.
- ⁽⁷⁾ This loan will settle after March 31, 2017, at which time the interest rate, based on the London Interbank Offered Rate (“LIBOR”) and the agreed upon spread on trade date, will be reflected.

See Notes to Schedule of Investments

VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

(\$ reported in thousands)

- (8) Issuer may elect not to pay interest causing the payment to be forfeited and no longer due. The issuer has not invoked this election since the fund purchased this security.
- (9) Non-income producing.
- (10) Interest payments may be deferred.
- (11) Value shown as par value.
- (12) Shares of this fund are publicly offered and its prospectus and annual report are publicly available.
- (13) All or a portion of the portfolio is segregated as collateral for borrowings.
- (14) 100% of the income received was in cash.
- (15) No contractual maturity date.

Abbreviation:

FNMA Federal National Mortgage Association
("Fannie Mae")

Foreign Currencies:

BRL Brazilian Real
COP Colombian Peso
MXN Mexican Peso
RUB Russian Ruble
ZAR South African Rand

Country Weightings†

United States	60%
Canada	9
Spain	6
Australia	4
United Kingdom	3
Italy	2
Brazil	1
Other	15
Total	100%

† % of total investments net of written options as of March 31, 2017

The following table provides a summary of inputs used to value the Fund's investments as of March 31, 2017 (See Security Valuation Note 1A in the Notes to Schedules of Investments):

	Total Value at March 31, 2017	Level 1 Quoted Prices	Level 2 Significant Observable Inputs	Level 3 Significant Unobservable Inputs
Debt Securities:				
Asset-Backed Securities	\$ 3,319	\$ —	\$ 3,319	\$ —
Corporate Bonds And Notes	56,548	—	56,548	—
Foreign Government Securities	14,281	—	14,281	—
Loan Agreements	8,218	—	7,896	322
Mortgage-Backed Securities	14,842	—	14,842	—
Equity Securities:				
Common Stocks	173,883	173,883	—	—
Preferred Stocks	3,290	789	2,501	—
Purchased Options	195	195	—	—
Short-Term Investment	2,026	2,026	—	—
Total Investments before Written Options	\$276,602	\$176,893	\$99,387	\$322
Written Options	\$ (444)	\$ (444)	\$ —	\$ —
Total Investments Net of Written Options	\$276,158	\$176,449	\$99,387	\$322

There were no transfers between Level 1 and Level 2 related to securities held at March 31, 2017.

See Notes to Schedule of Investments

VIRTUS TOTAL RETURN FUND INC.
SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

(\$ reported in thousands)

The following is a reconciliation of assets of the Fund for Level 3 investments for which significant unobservable inputs were used to determine fair value.

	<u>Loan Agreements</u>
Investment in Securities	
Balance as of December 31, 2016:	\$ —
Accrued Discount/(Premium)	—
Realized Gain (Loss)	—
Change in Unrealized Appreciation (Depreciation)	—
Purchases	—
(Sales) ^(b)	—
Transfers into Level 3 ^(a)	322
Transfers out of Level 3 ^(a)	—
Balance as of March 31, 2017:	<u><u>\$322</u></u>

^(a) "Transfers into and/or from" represent the ending value as of March 31, 2017, for any investment security where a change in the pricing level occurred from the beginning to the end of the period.

^(b) Includes payoff on securities.

The Fund's investments that are categorized as Level 3 were valued utilizing third party pricing information without adjustment. Such valuations are based on unobservable inputs. A significant change in third party information could result in a significantly lower or higher value of Level 3 investments.

None of the securities in this table are fair valued.

See Notes to Schedule of Investments

VIRTUS TOTAL RETURN FUND INC.
FINANCIAL HIGHLIGHTS (Unaudited)
MARCH 31, 2017

(Reported in thousands except for the per share amounts)

	Total Net Assets	Net Asset Value per share
Beginning of period: December 31, 2016	\$228,320	\$13.38
Net investment income*	\$ 898	\$ 0.06
Net realized and unrealized gain on investments	16,394	0.93
Dividends from net investment income and distributions from net long-term and short-term capital gains**	(29,081)	(1.72)
Capital share transactions:		
Payments for tendered shares	(11,214)	0.01
Net increase (decrease) in net assets/net asset value	(23,003)	(0.72)
End of period: March 31, 2017	\$205,317	\$12.66

* Computed using average shares outstanding.

**Please note that the tax status of our distributions is determined at the end of the taxable year. However, based on interim data as of March 31, 2017, we estimate that 29% of distributions will represent net investment income, 43% will represent long-term capital gains and 28% will represent return of capital. Also refer to inside front cover for information on the Managed Distribution Plan.

See Notes to Schedule of Investments

VIRTUS TOTAL RETURN FUND INC.
NOTES TO SCHEDULE OF INVESTMENTS (Unaudited)
MARCH 31, 2017

Note 1. Significant Accounting Policies

The significant accounting policies consistently followed by the Fund in the preparation of its Schedule of Investments are summarized below and, for derivatives, included in Note 2 below. The preparation of the Schedule of Investments in conformity with the U.S. generally accepted accounting principles (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the Schedule of Investments. Actual results could differ from those estimates and those differences could be significant.

A. Security Valuation

Security valuation procedures for the Fund, which include nightly price variance, as well as back-testing such as bi-weekly unchanged price, monthly secondary source and transaction analysis, have been approved by the Board of Directors (the “Board”, or the “Directors”). All internally fair valued securities are approved by a valuation committee appointed by the Board (the “Valuation Committee”). The Valuation Committee is comprised of certain members of management as identified to the Board and convenes independently from portfolio management. All internally fair valued securities are updated daily and reviewed in detail by the Valuation Committee monthly unless changes occur within the period. The Valuation Committee reviews the validity of the model inputs and any changes to the model. Fair valuations are reviewed quarterly by the Board.

The Fund utilizes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The Fund’s policy is to recognize transfers between levels at the end of the reporting period.

- Level 1 – quoted prices in active markets for identical securities (security types generally include listed equities).
- Level 2 – prices determined using other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).
- Level 3 – prices determined using significant unobservable inputs (including the Valuation Committee’s own assumptions in determining the fair value of investments).

A description of the valuation techniques applied to the Fund’s major categories of assets and liabilities measured at fair value on a recurring basis is as follows:

Equity securities are valued at the official closing price (typically last sale) on the exchange on which the securities are primarily traded or, if no closing price is available, at the last bid price and are categorized as Level 1 in the hierarchy. Restricted equity securities and private placements that are not widely traded, are illiquid, or are internally fair valued by the Valuation Committee, are generally categorized as Level 3 in the hierarchy.

Certain non-U.S. securities may be fair valued in cases where closing prices are not readily available or are deemed not reflective of readily available market prices. For example, significant events (such as movement in the U.S. securities market or other regional and local developments) may occur between the time that non-U.S. markets

VIRTUS TOTAL RETURN FUND INC.
NOTES TO SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

close (where the security is principally traded) and the time that a Fund calculates its net asset value ("NAV") (at the close of regular trading on the New York Stock Exchange ("NYSE"), generally 4 p.m. Eastern time) that may impact the value of securities traded in these non-U.S. markets.

In such cases the Fund fair values non-U.S. securities using an independent pricing service which considers the correlation of the trading patterns of the non-U.S. security to the intraday trading in the U.S. markets for investments such as ADRs, financial futures, exchange-traded funds and certain indexes, as well as prices for similar securities. Such fair valuations are categorized as Level 2 in the hierarchy. Because the frequency of significant events is not predictable, fair valuation of certain non-U.S. common stocks may occur on a frequent basis.

Debt securities, including restricted securities, are valued based on evaluated quotations received from independent pricing services or from dealers who make markets in such securities. For most bond types, the pricing service utilizes matrix pricing that considers one or more of the following factors: yield or price of bonds of comparable quality, coupon, maturity, current cash flows, type, and current day trade information, as well as dealer-supplied prices. These valuations are generally categorized as Level 2 in the hierarchy. Structured debt instruments, such as mortgage-backed and asset-backed securities, may also incorporate collateral analysis and utilize cash flow models for valuation, and are generally categorized as Level 2 in the hierarchy. Pricing services do not provide pricing for all securities and therefore indicative bids from dealers are utilized which are based on pricing models used by market makers in the security and are generally categorized as Level 2 in the hierarchy. Debt securities that are not widely traded, are illiquid, or are internally fair valued by the Valuation Committee, are generally categorized as Level 3 in the hierarchy.

Listed derivatives that are actively traded are valued based on quoted prices from the exchange and are categorized as Level 1 in the hierarchy. Over-the-counter derivative contracts, which include forward currency contracts and equity-linked instruments, do not require material subjectivity as pricing inputs are observed from actively quoted markets and are categorized as Level 2 in the hierarchy.

Investments in open-end mutual funds are valued at NAV. Investments in closed-end funds are valued as of the close of regular trading on the NYSE each business day. Both are categorized as Level 1 in the hierarchy.

A summary of the inputs used to value the Fund's net assets by each major security type is disclosed at the end of the Schedule of Investments for the Fund. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

B. Security Transactions and Investment Income:

Security transactions are recorded on the trade date. Realized gains and losses from sales of securities are determined on the identified cost basis. Dividend income is recognized on the ex-dividend date or, in the case of certain foreign securities, as soon as the Fund is notified. Interest income is recorded on the accrual basis. The Fund amortizes premiums and accretes discounts using the effective interest method. Any distributions from the underlying funds are recorded in accordance with the character of the distributions as designated by the underlying funds.

VIRTUS TOTAL RETURN FUND INC.
NOTES TO SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

C. Foreign Currency Translation:

Non-U.S. investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the foreign currency exchange rate effective at the end of the reporting period. Cost of investments is translated at the currency exchange rate effective at the trade date. The gain or loss resulting from a change in currency exchange rates between the trade and settlement date of a portfolio transaction is treated as a gain or loss on foreign currency. Likewise, the gain or loss resulting from a change in currency exchange rates between the date income is accrued and the date it is paid is treated as a gain or loss on foreign currency. The Fund does not isolate that portion of the results of operations arising from changes in foreign exchange rates on investments from the fluctuations arising from changes in the market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

D. Loan Agreements

The Fund may invest in direct debt instruments which are interests in amounts owed by a corporate, governmental, or other borrower to lenders or lending syndicates. Loan agreements are generally non-investment grade and often involve borrowers that are highly leveraged. The Fund may invest in obligations of borrowers who are in bankruptcy proceedings. Loan agreements are typically senior in the corporate capital structure of the borrower. A loan is often administered by a bank or other financial institution (the "lender") that acts as agent for all holders. The agent administers the terms of the loan, as specified in the loan agreement. The Fund's investments in loans may be in the form of participations in loans or assignments of all or a portion of loans from third parties. When investing in loan participations, the Fund has the right to receive payments of principal, interest and any fees to which it is entitled only from the lender selling the loan participation and only upon receipt by the lender of payments from the borrower. The Fund generally has no right to enforce compliance with the terms of the loan agreement with the borrower. As a result, the Fund may be subject to the credit risk of both the borrower and the lender that is selling the loan agreement. When the Fund purchases assignments from lenders it acquires direct rights against the borrower on the loan.

The Fund may invest in multiple series or tranches of a loan, which may have varying terms and carry different associated risks. Loan agreements may involve foreign borrowers, and investments may be denominated in foreign currencies. Direct indebtedness of emerging countries involves a risk that the government entities responsible for the repayment of the debt may be unable, or unwilling, to pay the principal and interest when due.

The loan agreements have floating rate loan interests which generally pay interest at rates that are periodically determined by reference to a base lending rate plus a premium. The base lending rates are generally LIBOR (London Interbank Offered Rate), the prime rate offered by one or more U.S. banks or the certificate of deposit rate. When a loan agreement is purchased the Fund may pay an assignment fee. On an ongoing basis, the Fund may receive a commitment fee based on the undrawn portion of the underlying line of credit portion of a loan agreement. Prepayment penalty fees are received upon the prepayment of a loan agreement by a borrower. Prepayment penalty, facility, commitment, consent and amendment fees are recorded to income as earned or paid.

At March 31, 2017, all loan agreements held by the Fund were assignment loans.

VIRTUS TOTAL RETURN FUND INC.
NOTES TO SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

Note 2. Derivative Financial Instruments

Disclosures about derivative instruments and hedging activities are intended to enable investors to understand how and why a Fund uses derivatives, how derivatives are accounted for, and how derivative instruments affect a Fund's results of operations and financial position. Summarized below are such disclosures and accounting policies for each specific type of derivative instrument used by the Fund.

Options contracts

(\$ reported in thousands)

An options contract provides the purchaser with the right, but not the obligation, to buy (call option) or sell (put option) a financial instrument at an agreed-upon price. The Fund pursues an option income strategy whereby it purchases and sells out-of-the-money puts and calls, creating an options spread designed to generate a consistent level of option cash flow which should result in additional yield. The Fund is subject to equity price risk in the normal course of pursuing its investment objectives.

When the Fund purchases an option, it pays a premium and an amount equal to that premium is recorded as an asset. When the Fund writes an option, it receives a premium and an amount equal to that premium is recorded as a liability. The asset or liability is adjusted daily to reflect the current market value of the option.

Holdings of the Fund designated to cover outstanding written options are noted in the Schedule of Investments. Purchased options are reported as an asset within "Investment in securities at value" in the Statement of Assets and Liabilities. Options written are reported as a liability within "Written options outstanding at value". Changes in value of the purchased option is included in "Net change in unrealized appreciation (depreciation) on investments" in the Statement of Operations. Changes in value of written options is included in "Net change in unrealized appreciation (depreciation) on written options".

If an option expires unexercised, the Fund realizes a gain or loss to the extent of the premium received or paid. If an option is exercised, the premium received or paid is recorded as an adjustment to the proceeds from the sale or the cost basis of the purchase. The difference between the premium and the amount received or paid on effecting a closing purchase or sale transaction is also treated as a realized gain or loss. Gain or loss on purchased options is included in "Net realized gain (loss) on investments" in the Statement of Operations. Gain or loss on written options is presented separately as "Net realized gain (loss) on written options" in the Statement of Operations.

The risk in writing covered call options is that the Fund gives up the opportunity for profit if the market price of the security increases and the option is exercised.

The risk in writing covered put options is that the Fund may incur a loss if the market price of the security decreases and the option is exercised. The risk in buying options is that the Fund pays a premium whether or not the option is exercised. The use of such instruments may involve certain additional risks as a result of unanticipated movements in the market. Writers (sellers) of options are normally subject to unlimited risk of loss, as the seller will be obligated to deliver or take delivery of the security at a predetermined price which may, upon exercise of the option, be significantly different

VIRTUS TOTAL RETURN FUND INC.
NOTES TO SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

from the then-market value. However, the Fund may limit its risk of loss when writing an option by purchasing an option by purchasing an option similar to the one that is sold except for the fact it is further “out of the money”.

The Fund had transactions in written options for the period ended March 31, 2017 as follows:

<u>Written Options</u>	<u>Calls</u>		<u>Puts</u>	
	<u>Number of Contracts</u>	<u>Premiums Received</u>	<u>Number of Contracts</u>	<u>Premiums Received</u>
Written Options outstanding at December 31, 2016	2,477	\$ 198	2,477	\$ 600
Options written	14,346	1,239	14,346	4,106
Options closed	(12,453)	(1,016)	(11,685)	(3,228)
Options expired	(2,145)	(263)	(2,913)	(748)
Options exercised	—	—	—	—
Written Options outstanding at March 31, 2017	<u>2,225</u>	<u>\$ 158</u>	<u>2,225</u>	<u>\$ 730</u>

For the period ended March 31, 2017, the average daily premiums paid by the Fund for purchased options were \$296, and the average daily premiums received by the Fund for written options were \$667.

Note 3. Federal Income Tax Information

(\$ reported in thousands)

At March 31, 2017, federal tax cost and aggregate gross unrealized appreciation (depreciation) of securities held by the Fund were as follows:

	<u>Federal Tax Cost</u>	<u>Unrealized Appreciation</u>	<u>Unrealized (Depreciation)</u>	<u>Net Unrealized Appreciation (Depreciation)</u>
Investments (before written options)	\$272,955	\$8,447	\$(4,800)	\$3,647
Written Options	(888)	476	(32)	444

The differences between book basis cost and tax basis cost were attributable primarily to the tax deferral of losses on wash sales and derivatives.

Note 4. Regulatory Matters and Litigation

From time to time, Virtus Investment Advisers LLC (“VIA”), the Fund’s Adviser Duff & Phelps Investment Management Co. (“DPIM”) and Newfleet Asset Management LLC (“Newfleet”) the Fund’s subadvisers and/or their respective affiliates may be involved in litigation and arbitration as well as examinations and investigations by various regulatory bodies, including the Securities and Exchange Commission (“SEC”), involving compliance with, among other things, securities laws, client investment guidelines, laws governing the activities of broker-dealers and other laws and regulations affecting their products and other activities. At this time, the Fund’s Adviser believes that the outcomes of such matters are not likely, either individually or in the aggregate, to be material to these financial statements.

VIRTUS TOTAL RETURN FUND INC.
NOTES TO SCHEDULE OF INVESTMENTS (Unaudited) (Continued)
MARCH 31, 2017

Note 5. New Accounting Pronouncement

On October 13, 2016, the Securities and Exchange Commission amended existing rules intended to modernize reporting and disclosure of information. These amendments relate to Regulation S-X which sets forth the form and content of financial statements. At this time, management is evaluating the implications of adopting these amendments and their impact on the financial statements and accompany notes.

Note 6. Subsequent Events

Management has evaluated the impact of all subsequent events on the Fund through the date the financial statements were issued, and has determined that there the following subsequent events that require recognition or disclosure in these financial statements.

After the close of business on March 31, 2017, Virtus Total Return Fund (DCA) merged into Virtus Total Return Fund Inc. (ZF). In addition, on April 3, 2017, ZF changed its cusip to 92837G100.

KEY INFORMATION

Shareholder Relations: 1-866-270-7788

For general information and literature, as well as updates on net asset value, share price, major industry groups and other key information

REINVESTMENT PLAN

Many of you have questions about our reinvestment plan. We urge shareholders who want to take advantage of this plan and whose shares are held in "Street Name," to consult your broker as soon as possible to determine if you must change registration into your own name to participate.

REPURCHASE OF SECURITIES

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940 that the Fund may from time to time purchase its shares of common stock in the open market when Fund shares are trading at a discount from their net asset value.

PROXY VOTING INFORMATION (FORM N-PX)

The Adviser votes proxies relating to portfolio securities in accordance with procedures that have been approved by the Fund's Board of Directors. You may obtain a description of these procedures, along with information regarding how the Fund voted proxies during the most recent 12-month period ended June 30, free of charge, by calling toll-free 1-866-270-7788. This information is also available through the Securities and Exchange Commission's website at <http://www.sec.gov>.

FORM N-Q INFORMATION

The Fund files a complete schedule of portfolio holdings with the Securities and Exchange Commission (the "SEC") for the first and third quarters of each fiscal year on Form N-Q. Form N-Q is available on the SEC's website at <http://www.sec.gov>. Form N-Q may be reviewed and copied at the SEC's Public Reference Room. Information on the operation of the SEC's Public Reference Room can be obtained by calling toll-free 1-800-SEC-0330.

DIRECTORS

George R. Aylward, Chairman, President,
and Chief Executive Officer
Philip R. McLoughlin, Director
James M. Oates, Director
James B. Rogers, Jr., Director
R. Keith Walton, Director
Brian T. Zino, Director
William R. Moyer, Advisory Member
William H. Wright II, Advisory Member

OFFICERS

W. Patrick Bradley, Executive Vice
President, Treasurer, and Chief Financial
Officer
William Renahan, Vice President,
Chief Legal Officer, and Secretary
Jacqueline Porter, Vice President and
Assistant Treasurer
Nancy Engberg, Vice President and
Chief Compliance Officer

Investment Adviser

Virtus Investment Advisers
100 Pearl Street
Hartford, CT 06103-4506

Fund Administrator

Virtus Fund Services, LLC
100 Pearl Street
Hartford, CT 06103-4506

Custodian

JPMorgan Chase Bank, NA
1 Chase Manhattan Plaza
New York, NY 10005-1401

Transfer Agent

Computershare Trust Company, NA
P.O. Box 43078
Providence, RI 02940-3078

Fund Counsel

Sullivan & Worcester LLP
1666 K Street, NW
7th Floor
Washington, DC 20006

This report is transmitted to the shareholders of Virtus Total Return Fund Inc. for their information. This is not a prospectus, circular, or representation intended for use in the purchase of shares of the Fund or any securities mentioned in this report.



c/o Computershare Investor Services
P.O. Box 43078
Providence, RI 02940

For more information about
Virtus Closed-End Funds, please
contact us at **1-866-270-7788**
or **closedendfunds@virtus.com**
or visit **Virtus.com**.