

Pzena Investment Management, Inc.  
Form 8-K  
February 11, 2009  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): February 10, 2009**

**PZENA INVESTMENT MANAGEMENT, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

<b>Delaware</b>	<b>001-33761</b>	<b>20-8999751</b>
<b>(State or Other Jurisdiction of Incorporation)</b>	<b>(Commission File Number)</b>	<b>(IRS Employer Identification Number)</b>

<b><u>120 West 45th Street, New York, New York</u></b>	<b><u>10036</u></b>
<b>(Address of Principal Executive Offices)</b>	<b>Zip Code</b>

**Registrant's Telephone Number, Including Area Code: (212) 355-1600**

**(Former Name or Former Address, If Changed Since Last Report)**

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**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:**

**Written communications pursuant to Rule 425 under the Securities Act.**

**Soliciting material pursuant to Rule 14a-12 under the Exchange Act.**

**Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.**

**Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.**

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**ITEM 2.02 RESULTS OF OPERATION AND FINANCIAL CONDITION.**

On February 10, 2009, Pzena Investment Management, Inc. (the “Company”) issued a press release reporting its financial results for the fourth quarter and year ended 2008. Copies of that press release and related attachments are furnished as Exhibit 99.1 to this Current Report.

**ITEM 8.01. OTHER EVENTS.**

On February 10, 2009, the Company also issued a press release in which it reported its preliminary assets under management as of January 31, 2009. A copy of that press release is furnished as Exhibit 99.2 to this Current Report.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

99.1 Press release, dated February 10, 2009, of Pzena Investment Management, Inc., relating to earnings.

99.2 Press release, dated February 10, 2009, of Pzena Investment Management, Inc., reporting preliminary assets under management as of January 31, 2009.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 10, 2009

PZENA INVESTMENT MANAGEMENT,  
INC.

By: /s/ Wayne A. Palladino  
Name: Wayne A. Palladino  
Title: Chief Financial Officer

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**EXHIBIT INDEX**

<b><u>Exhibit</u></b> <b><u>No.</u></b>	<b><u>Document</u></b>
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99.2	Press release, dated February 10, 2009, of Pzena Investment Management, Inc., reporting preliminary assets under management as of January 31, 2009.