

Pzena Investment Management, Inc.  
Form 8-K  
May 17, 2013

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): May 17, 2013 (May 16, 2013)

PZENA INVESTMENT MANAGEMENT, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other  
Jurisdiction of  
Incorporation)

001-33761  
(Commission File  
Number)

20-8999751  
(IRS Employer  
Identification Number)

120 West 45th Street, New York, New York  
(Address of Principal Executive Offices)

10036  
Zip Code

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

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

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.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Annual Meeting of Stockholders of Pzena Investment Management, Inc. was held in New York, New York on May 16, 2013. At that meeting, the stockholders considered and acted upon the following proposals:

Proposal 1: Election of Directors. By the vote reflected below, the stockholders elected the following individuals as directors to hold office until the 2013 Annual Meeting of Stockholders of the Company:

Director	Class A Shares "For"	Class B Shares "For"	Class A Shares "Withheld"	Class B Shares "Withheld"
Richard S. Pzena	7,637,949	213,986,240	884,433	0
John P. Goetz	7,467,226	213,986,240	1,055,156	0
William L. Lipsey	7,467,226	213,986,240	1,055,156	0
Steven M. Galbraith	7,060,712	213,986,240	1,461,670	0
Joel M. Greenblatt	6,529,179	213,986,240	1,993,203	0
Richard P. Meyerowich	7,060,812	213,986,240	1,461,570	0
Ronald W. Tysoe	6,108,541	213,986,240	2,413,841	0

Proposal 2: Ratification of Independent Auditors. The stockholders voted to ratify the appointment of KPMG LLP as independent auditors for the Company for its fiscal year ending December 31, 2013. Voting was as follows:

	FOR	AGAINST	ABSTAIN
Class A common stock	11,001,991	7,978	12,095
Class B common stock	213,986,240	0	0

Proposal 3: Amendment of the Pzena Investment Management, LLC Amended and Restated 2006 Equity Incentive Plan. The stockholders voted to amend the Pzena Investment Management, LLC Amended and Restated 2006 Equity Incentive Plan to increase the total number of Class B units of Pzena Investment, LLC authorized for issuance under the plan by 10,000,000 units. Voting was as follows:

	FOR	AGAINST	ABSTAIN
Class A common stock	4,309,788	4,151,295	61,299
Class B common stock	213,986,240	0	0



SIGNATURES

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.

Pzena Investment Management, Inc.

Dated: May 17, 2013

By: /s/Joan F. Berger  
Name: Joan F. Berger  
Title: General Counsel