

Pzena Investment Management, Inc.  
Form 8-K  
August 31, 2012

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): August 31, 2012

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 5.02 DEPARTURE OF DIRECTOR OR CERTAIN OFFICERS;  
ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN  
OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN  
OFFICERS.

On August 31, 2012, Gregory S. Martin, Chief Financial Officer (“CFO”) of Pzena Investment Management, Inc. (“the Company”), notified the Company that he will be resigning from the Company to pursue other interests. Mr. Martin has agreed to remain with the Company until a transition has been completed.

---

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: August 31, 2012

By: /s/Steven Coffey  
Name: Steven Coffey  
Title: Assistant General  
Counsel