

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