

Pzena Investment Management, Inc.  
Form 10-Q  
November 02, 2011

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended September 30, 2011

Or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-33761

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

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

20-8999751  
(I.R.S. Employer  
Identification No.)

120 West 45th Street  
New York, New York 10036  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (212) 355-1600

Not Applicable

(Former name, former address, and former fiscal year if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  
Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

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company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes  No

As of November 2, 2011, there were 10,575,089 outstanding shares of the registrant’s Class A common stock, par value \$0.01 per share.

As of November 2, 2011, there were 53,995,585 outstanding shares of the registrant’s Class B common stock, par value \$0.000001 per share.

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. Forward-looking statements provide our current expectations, or forecasts, of future events. Forward-looking statements include statements about our expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Words or phrases such as “anticipate,” “believe,” “continue,” “ongoing,” “estimate,” “expect,” “intend,” “may,” “plan,” “predict,” “project” or similar words or phrases, or the negatives of those words or phrases, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking.

Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Our actual results could differ materially from those anticipated in forward-looking statements for many reasons, including the factors described in Item 1A, “Risk Factors” in Part I of our Annual Report on Form 10-K for our fiscal year ended December 31, 2010. Accordingly, you should not unduly rely on these forward-looking statements, which speak only as of the date of this Quarterly Report. We undertake no obligation to publicly revise any forward-looking statements to reflect circumstances or events after the date of this Quarterly Report, or to reflect the occurrence of unanticipated events. You should, however, review the factors and risks we describe in the reports we will file from time to time with the Securities and Exchange Commission, or SEC, after the date of this Quarterly Report on Form 10-Q.

Forward-looking statements include, but are not limited to, statements about:

- our anticipated future results of operations and operating cash flows;
- our business strategies and investment policies;
- our financing plans and the availability of short- or long-term borrowing, or equity financing;
- our competitive position and the effects of competition on our business;
- potential growth opportunities available to us;
- the recruitment and retention of our employees;
- our expected levels of compensation for our employees;
- our potential operating performance, achievements, efficiency, and cost reduction efforts;
- our expected tax rate;
- changes in interest rates;
- our expectation with respect to the economy, capital markets, the market for asset management services, and other industry trends; and
- the impact of future legislation and regulation, and changes in existing legislation and regulation, on our business.

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The reports that we file with the SEC, accessible on the SEC's website at [www.sec.gov](http://www.sec.gov), identify additional factors that can affect forward-looking statements.

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements.

PZENA INVESTMENT MANAGEMENT, INC.  
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION  
(in thousands, except share and per-share amounts)

	September 30, 2011 (unaudited)	As of December 31, 2010
<b>Assets</b>		
Cash and Cash Equivalents	\$ 36,862	\$ 16,381
Restricted Cash	1,423	1,420
Due from Broker	31	30
Advisory Fees Receivable	15,302	15,275
Investments, at Fair Value	5,341	3,323
Receivable from Related Parties	63	63
Other Receivables	194	210
Prepaid Expenses and Other Assets	509	914
Deferred Tax Asset, Net of Valuation Allowance of \$60,282 and \$59,431, respectively	9,859	8,834
Property and Equipment, Net of Accumulated Depreciation of \$3,024 and \$2,727, respectively	1,796	1,952
<b>TOTAL ASSETS</b>	<b>\$ 71,380</b>	<b>\$ 48,402</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities:</b>		
Accounts Payable and Accrued Expenses	\$ 13,114	\$ 3,879
Due to Broker	32	—
Liability to Selling and Converting Shareholders	11,944	9,287
Deferred Compensation Liability	879	875
Other Liabilities	486	565
<b>TOTAL LIABILITIES</b>	<b>26,455</b>	<b>14,606</b>
<b>Equity:</b>		
Preferred Stock (Par Value \$0.01; 200,000,000 Shares Authorized; None Outstanding)	—	—
Class A Common Stock (Par Value \$0.01; 750,000,000 Shares Authorized; 10,575,089 and 9,367,659 Shares Issued and Outstanding in 2011 and 2010, respectively)	105	93
Class B Common Stock (Par Value \$0.000001; 750,000,000 Shares Authorized; 53,812,799 and 55,012,324 Shares Issued and Outstanding in 2011 and 2010, respectively)	—	—
Additional Paid-In Capital	11,866	10,836
Retained Earnings/(Accumulated Deficit)	1,780	(357 )

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Total Pzena Investment Mangement, Inc.'s Equity	13,751	10,572
Non-Controlling Interests	31,174	23,224
<b>TOTAL EQUITY</b>	<b>44,925</b>	<b>33,796</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 71,380</b>	<b>\$ 48,402</b>

See accompanying notes to consolidated financial statements.

PZENA INVESTMENT MANAGEMENT, INC.  
 UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS  
 (in thousands, except share and per-share amounts)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
REVENUE	\$ 19,950	\$ 18,482	\$ 64,109	\$ 57,020
<b>EXPENSES</b>				
Compensation and Benefits Expense	7,727	7,375	24,375	22,026
General and Administrative Expense	1,969	1,837	5,972	5,927
TOTAL OPERATING EXPENSES	9,696	9,212	30,347	27,953
Operating Income	10,254	9,270	33,762	29,067
<b>OTHER INCOME/(EXPENSE)</b>				
Interest Income	72	60	144	145
Dividend Income	29	25	100	125
Interest Expense	—	—	—	(232 )
Net Realized and Unrealized Gain/(Loss) from Investments	(1,150 )	544	(709 )	137
Change in Liability to Selling and Converting Shareholders	(50 )	(1,725 )	(2,307 )	(1,633 )
Other Income/(Expense)	(61 )	3	(232 )	72
Total Other Expense	(1,160 )	(1,093 )	(3,004 )	(1,386 )
Income Before Income Taxes	9,094	8,177	30,758	27,681
Income Tax Expense/(Benefit)	1,500	(1,075 )	1,567	1,373
Net Income	7,594	9,252	29,191	26,308
Less: Net Income Attributable to Non-Controlling Interests	7,097	8,033	26,178	23,632
Net Income Attributable to Pzena Investment Management, Inc.	\$ 497	\$ 1,219	\$ 3,013	\$ 2,676
<b>Net Income for Basic Earnings per Share</b>				
Basic Earnings per Share	\$ 0.05	\$ 0.13	\$ 0.31	\$ 0.29
Basic Weighted Average Shares Outstanding	10,013,573	9,367,659	9,770,068	9,125,477
<b>Net Income for Diluted Earnings per Share</b>				
Diluted Earnings per Share	\$ 0.05	\$ 0.09	\$ 0.28	\$ 0.25
Diluted Weighted Average Shares Outstanding	10,013,573	64,993,746	65,011,182	65,006,198



Cash Dividends per Share of Class A Common Stock	\$ 0.03	\$ 0.03	\$ 0.09	\$ 0.06
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See accompanying notes to consolidated financial statements.

PZENA INVESTMENT MANAGEMENT, INC.  
 UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
 (in thousands, except share amounts)

	Shares of Class A Common Stock	Shares of Class B Common Stock	Class A Common Stock	Additional Paid-In Capital	Retained Earnings/ (Accumulated Deficit)	Non- Controlling Interests	Total
Balance at December 31, 2010	9,367,659	55,012,324	\$ 93	\$ 10,836	\$ (357 )	\$ 23,224	\$ 33,796
Unit Conversion	1,207,430	(1,207,430 )	12	727	—	(662 )	77
Retirement of Class B Units	—	(1,095 )	—	(1 )	—	(3 )	(4 )
Directors' Shares	—	—	—	32	—	178	210
Amortization of Non-Cash Compensation	—	9,000	—	383	—	2,141	2,524
Net Income	—	—	—	—	3,013	26,178	29,191
Contributions from Non-Controlling Interests	—	—	—	—	—	450	450
Distributions to Non-Controlling Interests	—	—	—	(111 )	—	(22,750)	(22,861)
Effect of Consolidation of Affiliates	—	—	—	—	—	2,418	2,418
Class A Cash Dividends Declared and Paid (\$0.09 per share)	—	—	—	—	(876 )	—	(876 )
Balance at September 30, 2011	10,575,089	53,812,799	\$ 105	\$ 11,866	\$ 1,780	\$ 31,174	\$ 44,925

See accompanying notes to consolidated financial statements.

PZENA INVESTMENT MANAGEMENT, INC.  
 UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (in thousands)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
<b>OPERATING ACTIVITIES</b>				
Net Income	\$ 7,594	\$ 9,252	\$ 29,191	\$ 26,308
Adjustments to Reconcile Net Income to Cash				
Provided by Operating Activities:				
Depreciation	104	108	311	322
Non-Cash Compensation	1,039	901	3,402	2,565
Director Share Grant	70	14	210	41
Net Realized and Unrealized Loss/(Gain) from Investments	1,150	(544 )	709	(137 )
Change in Liability to Selling and Converting Shareholders	50	1,725	2,307	1,633
Deferred Income Taxes	905	(1,677 )	(534 )	(579 )
Changes in Operating Assets and Liabilities:				
Advisory Fees Receivable	2,027	(928 )	(27 )	(870 )
Due from Broker	2,064	58	401	103
Restricted Cash	(1 )	(4 )	(3 )	(13 )
Prepaid Expenses and Other Assets	112	16	428	(120 )
Due to Broker	23	(79 )	26	(715 )
Accounts Payable, Accrued Expenses, and Other Liabilities	3,519	3,110	8,301	7,473
Tax Receivable Agreement Payments	—	—	(84 )	—
Purchases of Investments	(6,513 )	(294 )	(26,928 )	(3,805 )
Proceeds from Sale of Investments	6,361	304	26,754	7,279
Net Cash Provided by Operating Activities	18,504	11,962	44,464	39,485
<b>INVESTING ACTIVITIES</b>				
Purchases of Deferred Compensation	—	(2,042 )	(1,433 )	(2,042 )
Proceeds from Deferred Compensation	—	—	847	—
Receivable from Related Parties	(22 )	(13 )	—	27
Purchase of Property and Equipment	(4 )	(3 )	(155 )	(13 )
Net Cash Used In Investing Activities	(26 )	(2,058 )	(741 )	(2,028 )
<b>FINANCING ACTIVITIES</b>				
Distributions to Non-Controlling Interests	(6,710 )	(6,322 )	(22,860 )	(20,225 )
Contributions from Non-Controlling Interests	200	—	450	4,321

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Retirement of Class B Units	(4 )	—	(4 )	(2 )
Term Loan and Senior Subordinated Notes Repayment	—	—	—	(10,000 )
Dividends	(298 )	(281 )	(876 )	(562 )
Net Cash Used in Financing Activities	(6,812 )	(6,603 )	(23,290 )	(26,468 )
<b>NET CHANGE IN CASH</b>	<b>\$ 11,666</b>	<b>\$ 3,301</b>	<b>\$ 20,433</b>	<b>\$ 10,989</b>
<b>CASH AND CASH EQUIVALENTS -</b>				
Beginning of Period	\$ 25,196	\$ 23,596	\$ 16,381	\$ 15,908
Effect of Consolidation/(Deconsolidation) of Affiliates	—	(96 )	48	(96 )
Net Change in Cash	11,666	3,301	20,433	10,989
<b>CASH AND CASH EQUIVALENTS -</b>				
End of Period	\$ 36,862	\$ 26,801	\$ 36,862	\$ 26,801
<b>Supplementary Cash Flow Information:</b>				
Interest Paid	\$ —	\$ —	\$ —	\$ 232
Income Taxes Paid	\$ 757	\$ 643	\$ 2,877	\$ 2,597

See accompanying notes to consolidated financial statements.

Pzena Investment Management, Inc.  
Unaudited Notes to the Consolidated Financial Statements

Note 1—Organization

Pzena Investment Management, Inc. (the “Company”) functions as the holding company through which the business of its operating company, Pzena Investment Management, LLC (the “operating company”), is conducted. Concurrently with the consummation of the Company’s initial public offering on October 30, 2007, the operating agreement of the operating company was amended and restated such that, among other things, the Company became the sole managing member of the operating company. As a result of these transactions: (i) the Company has consolidated the financial results of the operating company with its own, and reflected the membership interest in it that it does not own as a non-controlling interest in its consolidated financial statements; and (ii) the Company recognizes income generated from its economic interest in the operating company’s net income.

Pzena Investment Management, LLC is an investment adviser which is registered under the Investment Advisers Act of 1940 and is headquartered in New York, New York. As of September 30, 2011, the operating company managed assets in a variety of value-oriented investment strategies across a wide range of market capitalizations in both U.S. and non-U.S. capital markets.

The Company, through its investment in its operating company, has consolidated the results of operations and financial condition of the following entities as of September 30, 2011:

Legal Entity	Type of Entity (Date of Formation)	Operating Company's Ownership at September 30, 2011
Pzena Investment Management, PTY	Australian Proprietary Limited Company (12/16/2009)	100.0%
Pzena Investment Management Special Situations, LLC	Delaware Limited Liability Company (12/01/2010)	99.9%
Pzena Large Cap Value Fund	Massachusetts Trust (11/01/2002)	0.0%
Pzena International Value Service	Delaware Limited Liability Company (12/22/2003)	0.0%

Note 2—Significant Accounting Policies

Basis of Presentation:

The consolidated financial statements are prepared in conformity with U.S. generally accepted accounting principles (“GAAP”) and related Securities and Exchange Commission (“SEC”) rules and regulations. The Company’s policy is to consolidate all majority-owned subsidiaries in which it has a controlling financial interest, which includes the Pzena Investment Management Special Situations, LLC, and the Pzena Investment Management, PTY, as well as variable-interest entities (“VIEs”) where the Company is deemed to be the primary beneficiary, which includes the Pzena Large Cap Value Fund and the Pzena International Value Service. These majority-owned subsidiaries in which the Company has a controlling financial interest and VIEs where the Company is deemed to be the primary beneficiary are collectively referred to as “consolidated subsidiaries.” As required by the Consolidation Topic of the

Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”), the Company also consolidates or consolidated non-variable-interest entities in which it acts or acted as the general partner or managing member. All of these entities represent or represented private investment partnerships over which the Company exercises or exercised control. Non-controlling interests recorded on the consolidated financial statements of the Company include the non-controlling interests of the outside investors in each of these entities, as well as those of the operating company. All significant inter-company transactions and balances have been eliminated.

The operating company is the managing member of the Europe, Australasia, and Far East (“EAFE”) Value Service (legally known as Pzena International Value Service), a limited liability company. Neither the Company, nor the operating company, holds an equity ownership percentage in this entity at September 30, 2011, or held an equity ownership percentage during the periods presented. Since the holders of the equity investment in this partnership lack a controlling financial interest, this entity is deemed a VIE. As of February 1, 2011, as a result of a shift in the equity ownership of the entity on that date, the operating company was considered the primary beneficiary of this entity. Correspondingly, the entity was consolidated as of February 1, 2011. At September 30, 2011, EAFE Value Service’s \$1.9 million in net assets were included in the Company’s consolidated statements of financial condition.

Pzena Large Cap Value Fund is a Massachusetts Trust in which a majority of the trustees are members of the executive committee of the operating company. A majority of the trustees are not the holders of the equity investment in this Trust. Since the holders of the equity investment in this partnership lack a controlling financial interest, this entity is deemed a VIE. The Company is considered the primary beneficiary of this VIE. At September 30, 2011, Pzena Large Cap Value Fund's \$0.7 million of net assets were included in the Company's consolidated statements of financial condition.

All of the consolidated investment partnerships are, or were, investment companies under the American Institute of Certified Public Accountants Audit and Accounting Guide for Investment Companies. The Company has retained the specialized accounting for these partnerships pursuant to the Consolidation of Partnerships and Similar Entities Subtopic of the FASB ASC. Thus, the Company reports these investment partnerships' investments in equity securities at fair value, with net realized and unrealized gains and losses reported in earnings in the consolidated statements of operations.

VIEs that are not consolidated continue to receive investment management services from the Company, and are vehicles through which the Company offers its Global Value and/or EAFE Value strategies. The total net assets of these VIEs was approximately \$206.0 million and \$515.6 million at September 30, 2011 and December 31, 2010, respectively. Neither the Company nor the operating company were exposed to losses as a result of its involvement with these entities because they had no direct investment in them.

The Company records in its own equity its pro-rata share of transactions that impact the operating company's net equity, including equity and option issuances and adjustments to accumulated other comprehensive income. The operating company's pro-rata share of such transactions are recorded as adjustments to additional paid-in capital or non-controlling interests, as applicable, on the consolidated statements of financial position.

#### Management's Use of Estimates:

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses for the period. Actual results could differ from those estimates.

#### Fair Values of Financial Instruments:

The carrying amounts of all financial instruments in the consolidated statements of financial condition are presented at their fair value.

#### Revenue Recognition:

Revenue, comprised of advisory fee income, is recognized over the period in which advisory services are provided. Advisory fee income includes management fees that are calculated based on percentages of assets under management ("AUM"), generally billed quarterly, either in arrears or advance, depending on their contractual terms. Advisory fee income also includes performance fees that may be earned by the Company depending on the investment return of the assets under management. Performance fee arrangements generally entitle the Company to participate, on a fixed-percentage basis, in any returns generated in excess of an agreed-upon benchmark. The Company's participation percentage in such return differentials is then multiplied by AUM to determine the performance fees earned. In general, returns are calculated on an annualized basis over the contract's measurement period, which usually extends to three years. Performance fees are generally payable annually. Following the preferred method identified in the Revenue Recognition Topic of the FASB ASC, such performance fee income is recorded at the conclusion of the contractual performance period, when all contingencies are resolved. For the three



months ended September 30, 2011, the Company recognized approximately \$1.1 million in performance fee income. No such income was recognized for the three months ended September 30, 2010. For the nine months ended September 30, 2011 and 2010, the Company recognized approximately \$2.5 million and \$0.3 million, respectively, in performance fee income.

Earnings per Share:

Basic earnings per share is computed by dividing the Company's net income or loss attributable to its common stockholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings per share adjusts this calculation to reflect the impact of all outstanding operating company membership units, as well as operating company phantom units and outstanding operating company unit options and options to purchase Class A Common Stock, to the extent they would have a dilutive effect on net income per share for the reporting period. Net income or loss for diluted earnings per share generally assumes all operating company membership units are converted into Company stock at the beginning of the reporting period and the resulting change to Company net income associated with its increased interest in the operating company is taxed at the Company's effective tax rate, exclusive of adjustments associated with both the valuation allowance and the liability to selling and converting shareholders. When this conversion results in an increase in earnings per share or a decrease in loss per share, diluted net income and diluted earnings per share are assumed to be equal to basic net income and basic earnings per share for the reporting period.

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For the three and nine months ended September 30, 2011 and 2010, the Company's diluted net income was determined as follows:

	For the Three Months Ended September 30, 2011		For the Nine Months Ended September 30, 2011	
	2011	2010	2011	2010
	(in thousands)			
Non-Controlling Interests of Pzena Investment Management, LLC	\$7,811	\$7,722	\$26,841	\$23,483
Less: Assumed Corporate Income Taxes	3,348	3,309	11,504	10,063
Assumed After-Tax Income of Pzena Investment Management, LLC	\$4,463	\$4,413	\$15,337	\$13,420
Assumed After-Tax Income of Pzena Investment Management, LLC	\$4,463	\$4,413	\$15,337	\$13,420
Net Income of Pzena Investment Management, Inc.	497	1,219	3,013	2,676
Diluted Net Income <sup>(1)</sup>	\$4,960	\$5,632	\$18,350	\$16,096

(1) Since the assumed incremental income results in an increase in per share income for the three months ended September 30, 2011, diluted net income and diluted earnings per share are assumed to be equal to basic net income and basic earnings per share for the reporting period.

For the three and nine months ended September 30, 2011 and 2010, the following operating company units, options to purchase operating company units and shares of Class A common stock, and phantom operating company units were excluded from the calculation of diluted net income per share, as their inclusion would have had an antidilutive effect for the respective periods:

	For the Three Months Ended September 30, 2011		For the Nine Months Ended September 30, 2011	
	2011	2010	2011	2010
Operating Company Units	54,375,231	—	—	—
Options to Purchase Operating Company Units	3,648,117	1,620,060	1,653,060	1,620,060
Options to Purchase Shares of Class A Common Stock	961,750	961,750	961,750	961,750
Phantom Operating Company Units	152,701	44,916	30,000	44,916
Total	59,137,799	2,626,726	2,644,810	2,626,726

For the three and nine months ended September 30, 2011 and 2010, the Company's basic and diluted earnings per share were determined as follows:

	For the Three Months Ended September 30, 2011		For the Nine Months Ended September 30, 2011	
	2011	2010	2011	2010

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(in thousands, except share and per-share amounts)

Net Income for Basic				
Earnings per Share	\$ 497	\$ 1,219	\$ 3,013	\$ 2,676
Basic Weighted Average				
Shares Outstanding	10,013,573	9,367,659	9,770,068	9,125,477
Basic Earnings per Share	\$ 0.05	\$ 0.13	\$ 0.31	\$ 0.29
Net Income for Diluted				
Earnings per Share	\$ 497	\$ 5,632	\$ 18,350	\$ 16,096
Dilutive Effect of Operating				
Company B Units(1)	—	54,960,418	54,618,934	55,202,995
Dilutive Effect of Options(1)	—	638,779	603,567	656,538
Dilutive Effect of Phantom				
Units(1)	—	26,890	18,613	21,188
Diluted Weighted Average				
Shares Outstanding	10,013,573	64,993,746	65,011,182	65,006,198
Diluted Earnings per Share	\$ 0.05	\$ 0.09	\$ 0.28	\$ 0.25

(1) Since the assumed incremental income results in an increase in per share income for the three months ended September 30, 2011, the

assumed effects of the conversion of operating company Class B units, options to purchase operating company units, options to purchase Class

A common stock, and phantom operating company units are excluded from the calculation of diluted income per share.

Cash and Cash Equivalents:

At September 30, 2011, cash and cash equivalents was \$36.9 million. The Company considers all money market funds and highly-liquid debt instruments with an original maturity of three months or less at the time of purchase to be cash equivalents. The Company maintains its cash in bank deposit and other accounts whose balances, at times, exceed federally insured limits.

Interest on cash and cash equivalents is recorded as interest income on an accrual basis in the consolidated statements of operations.

Restricted Cash:

The Company maintains a compensating balance of \$1.4 million at September 30, 2011 as collateral for a letter of credit issued by a third party in lieu of a cash security deposit, as required by the Company's lease for its New York office space. Such amount is recorded in restricted cash in the consolidated statements of financial condition.

Due to/from Broker:

Due to/from broker consists primarily of cash balances and amounts receivable/payable for unsettled securities transactions held/initiated at the clearing brokers of the Company's consolidated investment partnerships.

Investments, at Fair Value:

Investments, at Fair Value represents the securities held by the Company and its consolidated investment partnerships, as well as investments in mutual funds. All such investments are recorded at fair value, with net realized and unrealized gains and losses reported in earnings in the consolidated statements of operations.

The Fair Value Measurements and Disclosures Topic of the FASB ASC defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The Fair Value Measurements and Disclosures Topic of the FASB ASC also establishes a framework for measuring fair value and a valuation hierarchy based upon the transparency of inputs used in the valuation of an asset or liability. Classification within the hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The valuation hierarchy contains three levels: (i) valuation inputs are unadjusted quoted market prices for identical assets or liabilities in active markets (Level 1); (ii) valuation inputs are quoted prices for identical assets or liabilities in markets that are not active, quoted market prices for similar assets and liabilities in active markets, and other observable inputs directly or indirectly related to the asset or liability being measured (Level 2); and (iii) valuation inputs are unobservable and significant to the fair value measurement (Level 3). Additionally, entities are required to disclose in interim and annual periods the inputs and valuation techniques used to measure fair value and define assets and liabilities measured at fair value by major class.

The Company's fair value measurements relate to its consolidated investments in equity securities, which are primarily exchange-traded securities with quoted prices in active markets, and its investments in mutual funds. The fair value measurements of the equity securities and mutual funds have been classified as Level 1.

The following table presents these instruments' fair value at September 30, 2011:

Level 1	Level 2	Level 3
(in thousands)		

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<b>Assets:</b>			
Equity Securities	\$ 2,588	\$ —	\$ —
Investments in Mutual Funds	2,753	—	—
Total Fair Value	\$ 5,341	\$ —	\$ —

The following table presents these instruments' fair value at December 31, 2010:

	Level 1	Level 2 (in thousands)	Level 3
<b>Assets:</b>			
Equity Securities	\$ 842	\$ —	\$ —
Investments in Mutual Funds	2,481	—	—
Total Fair Value	\$ 3,323	\$ —	\$ —

#### Securities Valuation:

Investments in equity securities for which market quotations are available are valued at the last reported price or closing price on the primary market or exchange on which they trade. If no reported equity sales occurred on the valuation date, equity investments are valued at the bid price. Investments in mutual funds are valued at the closing net asset value per share of the fund on the day of valuation. Transactions are recorded on the trade date.

The net realized gain or loss on sales of securities and mutual funds is determined on a specific identification basis and is included in net realized and unrealized gain/(loss) from investments in the consolidated statements of operations.

#### Concentrations of Credit Risk:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, amounts due from brokers, and advisory fees receivable. The Company maintains its cash and temporary cash investments in bank deposits and other accounts whose balances, at times, exceed federally insured limits.

The concentration of credit risk with respect to advisory fees receivable is generally limited due to the short payment terms extended to clients by the Company. On a periodic basis, the Company evaluates its advisory fees receivable and establishes an allowance for doubtful accounts, if necessary, based on a history of past write-offs and collections and current credit conditions. For the three months ended September 30, 2011 and 2010, approximately 7.1% and 10.4%, respectively, of the Company's advisory fees were generated from an advisory agreement with one client. For the nine months ended September 30, 2011 and 2010, approximately 7.9% and 10.1%, respectively, of the Company's advisory fees were generated from an advisory agreement with one client. At September 30, 2011 and December 31, 2010, no allowance for doubtful accounts has been deemed necessary.

#### Property and Equipment:

Property and equipment is carried at cost, less accumulated depreciation and amortization. Depreciation is provided on a straight-line basis over the estimated useful lives of the respective assets, which range from three to seven years. Leasehold improvements are amortized on a straight-line basis over the shorter of the useful life of the improvements or the remaining lease term.

#### Business Segments:

The Company views its operations as comprising one operating segment.

#### Income Taxes:

The Company is a "C" corporation under the Internal Revenue Code, and thus liable for federal, state, and local taxes on the income derived from its economic interest in its operating company. The operating company is a limited liability company that has elected to be treated as a partnership for tax purposes. It has not made a provision for federal or state income taxes because it is the individual responsibility of each of the operating company's members (including the Company) to separately report their proportionate share of the operating company's taxable income or loss. Similarly, the income of the Company's consolidated investment partnerships is not subject to income taxes, since it is allocated to each partnership's individual partners. The operating company has made a provision for New York City Unincorporated Business Tax ("UBT").

The Company and its consolidated subsidiaries account for all federal, state, and local taxation pursuant to the asset and liability method, which requires deferred income tax assets and liabilities to be recorded for temporary differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future, based on enacted tax laws and rates applicable to the periods in which the temporary differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount more likely than not to be realized. At September 30, 2011, the Company had a \$60.3 million valuation allowance against deferred tax assets recorded as part of the Company's initial public offering and the subsequent exchanges of Class B units for shares of its Class A common stock. At December 31, 2010, the Company had a \$59.4 million valuation allowance against these deferred tax assets. The income tax expense, or benefit, is the tax payable or refundable for the period, plus or minus the change during the period in deferred tax assets and liabilities. The Company records its deferred tax liabilities as a component of other liabilities in the consolidated statements of financial condition.

Foreign Currency:

Investment securities and other assets and liabilities denominated in foreign currencies are remeasured into U.S. dollar amounts at the date of valuation. Purchases and sales of investment securities, and income and expense items denominated in foreign currencies, are remeasured into U.S. dollar amounts on the respective dates of such transactions.

The Company does not isolate the portion of the results of its operations resulting from the impact of changes in foreign exchange rates on its investments, from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included in net realized and unrealized gain/(loss) on investments in the consolidated statements of operations.

Reported net realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Company's books and the U.S. dollar equivalent of the amounts actually received or paid. Net realized foreign exchange gains and losses arise from changes in the fair values of assets and liabilities resulting from changes in exchange rates.

The functional currency of the Company is the United States Dollar. The functional currency of the Company's representative office in Australia is the Australian Dollar. Assets and liabilities of this office are translated at the spot rate in effect at the applicable reporting date, and the consolidated statements of operations are translated at the average exchange rates in effect during the applicable period. Any resulting unrealized cumulative translation adjustment is recorded net of taxes as a component of accumulated other comprehensive income in equity. As of September 30, 2011, the Company did not record any accumulated other comprehensive income.

### Note 3—Property and Equipment

Property and equipment, net, is comprised of the following:

	As of	
	September 30, 2011	December 31, 2010
	(in thousands)	
Leasehold Improvements	\$ 2,145	\$ 2,145
Furniture and Fixtures	1,164	1,164
Computer Hardware	1,026	887
Office Equipment	271	271
Computer Software	214	212
Total	4,820	4,679
Less: Accumulated Depreciation and Amortization	(3,024 )	(2,727 )
Total	\$ 1,796	\$ 1,952

Depreciation is included in general and administrative expense and totaled \$0.1 million for each of the three months ended September 30, 2011 and 2010. Such expenses totaled \$0.3 million for each of the nine months ended September 30, 2011 and 2010.

### Note 4—Related Party Transactions

For the three months ended September 30, 2011 and 2010, the Company earned \$0.5 million and \$1.1 million, respectively, in investment advisory fees from unconsolidated VIEs which receive investment management services from the Company. For the nine months ended September 30, 2011 and 2010, the Company earned \$2.1 million and \$3.2 million, respectively, in such fees. The Company is not the primary beneficiary of these VIEs.

At both September 30, 2011 and December 31, 2010, the Company had less than \$0.1 million remaining of advances to an international investment company for organization and start-up costs, which are included in receivable from related parties on the consolidated statements of financial condition. The Company is the sponsor and investment manager of this entity. This entity is included in the previously mentioned unconsolidated VIEs, of which the Company is not considered the primary beneficiary.



At September 30, 2011 and December 31, 2010, receivables from related parties included less than \$0.1 million of loans to employees. The Company has, in the past, issued loans that were in the form of forgivable promissory notes, which were amortized through compensation expense pursuant to their terms. For the nine months ended September 30, 2010, less than \$0.1 million of such amortization was recognized through compensation and benefits expense. No such amortization was recognized for the three months ended September 30, 2010. The Company did not have any forgivable promissory notes at September 30, 2011 or December 31, 2010.

On October 28, 2008, the operating company issued an aggregate of \$16.0 million principal amount of senior subordinated notes to entities established by Richard S. Pzena, the Company's Chief Executive Officer, for the benefit of certain of his family members, an entity controlled by a Company Director, and a former employee. The Notes were repaid in full during the year ended December 31, 2010.

## Note 5—Commitments and Contingencies

In the normal course of business, the Company enters into agreements that include indemnities in favor of third parties, such as engagement letters with advisors and consultants. In certain cases, the Company may have recourse against third parties with respect to these indemnities. The Company maintains insurance policies that may provide coverage against certain claims under these indemnities. The Guarantees Topic of the FASB ASC provides accounting and disclosure requirements for certain guarantees. The Company has had no claims or payments pursuant to these agreements, and it believes the likelihood of a claim being made is remote. Utilizing the methodology in the Guarantees Topic of the FASB ASC, the Company's estimate of the value of such guarantees is de minimis, and, therefore, no accrual has been made in the consolidated financial statements.

The Company leases office space under a non-cancelable operating lease agreement which expires on October 31, 2015. The Company reflects minimum lease expense for its headquarters on a straight-line basis over the lease term. Lease expenses totaled \$0.5 million and \$0.4 million for the three months ended September 30, 2011 and 2010, respectively, and are included in general and administrative expense. Such expenses totaled \$1.5 million for each of the nine months ended September 30, 2011 and 2010, respectively. Lease expenses are presented net of sublease income.

## Note 6—Compensation and Benefits

Compensation and benefits expense to employees and members is comprised of the following:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in thousands)			
Cash Compensation and Other				
Benefits	\$ 6,688	\$ 6,474	\$ 20,973	\$ 19,461
Non-Cash Compensation	1,039	901	3,402	2,565
Total Compensation and Benefits				
Expense	\$ 7,727	\$ 7,375	\$ 24,375	\$ 22,026

For the three and nine months ended September 30, 2011 and 2010, the Company awarded no options to acquire Class B units under the Pzena Investment Management, LLC 2006 Equity Incentive Plan (the "2006 Equity Incentive Plan") and no options to acquire Class A common stock under the Pzena Investment Management, Inc. 2007 Equity Incentive Plan (the "2007 Equity Incentive Plan").

For the three months ended September 30, 2011 and 2010, the Company recognized approximately \$0.7 million and \$0.5 million, respectively, in compensation and benefits expense associated with the amortization of all operating company Class B units and options to acquire operating company Class B units under the 2006 Equity Incentive Plan, and options to acquire Class A common stock issued under the 2007 Equity Incentive Plan. For the nine months ended September 30, 2011 and 2010, the Company recognized approximately \$2.0 million and \$1.6 million in such compensation and benefits expense.

For the nine months ended September 30, 2011 and 2010, the operating company granted 6,000 and 7,000, respectively, restricted operating company Class B units and the related shares of Class B common stock to certain members pursuant to the 2006 Equity Incentive Plan. No such units were granted for the three months ended September 30, 2011 and 2010. These unit grants each vest ratably over a four-year period commencing January 1,

2011 and 2010, respectively. The amortization of these unit-based awards was less than \$0.1 million for each of the three months ended September 30, 2011 and 2010, and \$0.1 million for each of the nine months ended September 30, 2011 and 2010.

Pursuant to the Pzena Investment Management, LLC Amended and Restated Bonus Plan (the "Bonus Plan"), which became effective January 1, 2007, was amended and restated as of October 30, 2007, and was further amended as of October 31, 2008, eligible employees whose cash compensation is in excess of certain thresholds have a portion of that excess mandatorily deferred. Amounts deferred may be credited to an investment account, take the form of phantom Class B units, or be invested in money market funds at the employee's discretion, and vest ratably over four years. At both September 30, 2011 and December 31, 2010, the liability associated with deferred compensation investment accounts was approximately \$0.9 million, which is recorded in the deferred compensation liability on the consolidated statement of financial condition. For the three months ended September 30, 2011 and 2010, the Company recognized approximately \$0.3 million and \$0.4 million, respectively, in compensation and benefits expense associated with the amortization of all deferred compensation awards associated with the Bonus Plan. For the nine months ended September 30, 2011 and 2010, the Company recognized approximately \$1.3 million and \$0.9 million in such expense.

As of September 30, 2011 and December 31, 2010, the Company had approximately \$2.1 million and \$4.5 million, respectively, in unrecorded compensation expense related to unvested operating company phantom Class B units issued pursuant to our deferred compensation plan, operating company Class B unit and option grants issued under the 2006 Equity Incentive Plan, and Class A common stock option grants issued under the 2007 Equity Incentive Plan.

## Note 7—Income Taxes

The operating company is a limited liability company that has elected to be treated as a partnership for tax purposes. Neither it nor the Company's other consolidated subsidiaries has made a provision for federal or state income taxes because it is the individual responsibility of each of these entities' members (including the Company) to separately report their proportionate share of the respective entity's taxable income or loss. The operating company has made a provision for New York City UBT. The Company, as a "C" corporation under the Internal Revenue Code, is liable for federal, state and local taxes on the income derived from its economic interest in its operating company, which is net of UBT. Correspondingly, in its consolidated financial statements, the Company reports both the operating company's provision for UBT, as well as its provision for federal, state and local corporate taxes.

The components of the income tax expense/(benefit) are as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in thousands)			
<b>Current Provision:</b>				
Unincorporated Business Taxes	\$ 595	\$ 602	\$ 2,100	\$ 1,951
Local Corporate Tax	—	—	—	—
State Corporate Tax	—	—	—	—
Federal Corporate Tax	—	—	—	—
Total Current Provision	\$ 595	\$ 602	\$ 2,100	\$ 1,951
<b>Deferred Provision:</b>				
Unincorporated Business Taxes	\$ 1	\$ (56 )	\$ (38 )	\$ (168 )
Local Corporate Tax	71	60	235	176
State Corporate Tax	124	114	413	335
Federal Corporate Tax	427	391	1,420	1,152
Total Deferred Provision	\$ 623	\$ 509	\$ 2,030	\$ 1,495
Change in Valuation Allowance	\$ 282	(2,186 )	(2,563 )	(2,073 )
<b>Total Income Tax Expense/(Benefit)</b>	<b>\$ 1,500</b>	<b>\$ (1,075 )</b>	<b>\$ 1,567</b>	<b>\$ 1,373</b>

For the three and nine months ended September 30, 2011 and 2010, the Company's pre-tax income was determined as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in thousands)			
Income Before Income Taxes	\$ 9,094	\$ 8,177	\$ 30,758	\$ 27,681
Unincorporated Business Taxes	(596 )	(546 )	(2,062 )	(1,783 )
Non-Controlling Interests	(7,097 )	(8,033 )	(26,178 )	(23,632 )
Income Before Corporate Taxes	\$ 1,401	\$ (402 )	\$ 2,518	\$ 2,266

The Income Taxes Topic of the FASB ASC establishes the minimum threshold for recognizing, and a system for measuring, the benefits of tax return positions in financial statements. It is the Company's policy to recognize accrued interest, and penalties associated with uncertain tax positions in total income tax expense/(benefit) on the consolidated statement of operations. For the three and nine months ended September 30, 2011 and 2010, no such expenses were recognized. As of September 30, 2011 and December 31, 2010, no such accruals were recorded.

The Company and the operating company are generally no longer subject to U.S. Federal or state and local income tax examinations by tax authorities for any year prior to 2007. All tax years subsequent to, and including, 2007 are considered open and subject to examination by tax authorities.

The acquisition of the operating company Class B units, noted below, has allowed the Company to make an election under Section 754 of the Internal Revenue Code ("Section 754") to step up its tax basis in the net assets acquired. This step up is deductible for tax purposes over a 15-year period. Based on the net proceeds of the initial public offering and tax basis of the operating company, this election has given rise to a deferred tax asset of approximately \$68.7 million.

Pursuant to a tax receivable agreement signed between the members of the operating company and the Company, 85% of the cash savings generated by this election will be distributed to the selling and converting shareholders upon the realization of this benefit.

If the Company exercises its right to terminate the tax receivable agreement early, the Company will be obligated to make an early termination payment to the selling and converting shareholders, based upon the net present value (based upon certain assumptions and deemed events set forth in the tax receivable agreement) of all payments that would be required to be paid by the Company under the tax receivable agreement. If certain change of control events were to occur, the Company would be obligated to make an early termination payment.

As discussed further in Note 11, Shareholders' Equity, below, on September 15, 2011, March 28, 2011, and March 31, 2010, certain of the operating company's members exchanged an aggregate of 670,902, 536,528 and 734,618, respectively, of their Class B units for an equivalent number of shares of Company Class A common stock. The Company elected to step up its tax basis in the incremental assets acquired in accordance with Section 754. Based on the exchange-date fair values of the Company's common stock and the tax basis of the operating company, this election gave rise to a \$1.5 million deferred tax asset and a corresponding \$1.3 million liability to converting shareholders on September 15, 2011, a \$2.4 million deferred tax asset and a corresponding \$2.0 million liability to converting shareholders on March 28, 2011, and a \$3.6 million deferred tax asset and a corresponding \$3.0 million liability to converting shareholders on March 31, 2010. The Company assessed the realizability of the deferred tax asset associated with each of these exchanges and determined that a portion of each of their benefits would go unutilized. Consequently, the Company established a \$1.3 million, a \$2.1 million, and a \$3.2 valuation allowance on September 15, 2011, March 28, 2011 and March 31, 2010, respectively, to reduce the deferred tax asset to an amount more likely than not to be realized. These deferred tax assets remain available to the Company and can be used to reduce taxable income in future years. The Company similarly reduced the associated liability to selling and converting shareholders by \$1.1 million, \$1.8 million and \$2.7 million at September 15, 2011, March 28, 2011 and March 31, 2010, respectively, to reflect this change in the estimated realization of these assets. As required by the Income Taxes Topic of the FASB ASC, the Company recorded the effects of these transactions in equity.

During the three months ended September 30, 2011 and 2010, after giving effect to the exchange discussed earlier, the Company's valuation allowance was increased by approximately \$0.3 million and reduced by approximately \$2.2 million, respectively, due to revised estimates of future taxable income. To reflect this change in the estimated realization of the asset and its liability for future payments, the Company increased its liability to selling and converting shareholders by \$0.1 million and \$1.7 million for the three months ended September 30, 2011 and 2010, respectively. During the nine months ended September 30, 2011 and 2010, after giving effect to the exchanges discussed earlier, the Company's valuation allowance was decreased by approximately \$2.6 million and \$2.1 million, respectively, due to revised estimates of future taxable income. To reflect this change in the estimated realization of the asset, the Company correspondingly increased its liability to selling and converting shareholders by \$2.3 million and \$1.6 million, for the nine months ended September 30, 2011 and 2010, respectively. The effects of these changes to the deferred tax asset and liability to selling and converting shareholders were recorded as a component of the income tax expense/(benefit) and change in liability to selling and converting shareholders, respectively, on the consolidated statements of operations. As of September 30, 2011 and December 31, 2010, the net values of all deferred tax assets were approximately \$9.9 million and \$8.8 million, respectively.

As of September 30, 2011 and December 31, 2010, the net values of the liability to selling and converting shareholders were approximately \$11.9 million and \$9.3 million, respectively.

The change in the Company's deferred tax assets, net of valuation allowance, for the three and nine months ended September 30, 2011 is summarized as follows:

Valuation

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	Section 754	Other	Allowance	Total
	(in thousands)			
Balance at December 31, 2010	\$ 65,468	\$ 2,797	\$ (59,431 )	\$ 8,834
Deferred Tax Expense	(777 )	96	—	(681 )
Unit Exchange	2,381	—	(2,075 )	306
Change in Valuation Allowance	—	—	865	865
Balance at March 31, 2011	\$ 67,072	\$ 2,893	\$ (60,641 )	\$ 9,324
Deferred Tax Expense	(816 )	71	—	(745 )
Change in Valuation Allowance	—	—	1,980	1,980
Balance at June 30, 2011	\$ 66,256	\$ 2,964	\$ (58,661 )	\$ 10,559
Deferred Tax Expense	(789 )	166	—	(623 )
Unit Exchange	1,544	—	(1,339 )	205
Change in Valuation Allowance	—	—	(282 )	(282 )
Balance at September 30, 2011	\$ 67,011	\$ 3,130	\$ (60,282 )	\$ 9,859

The change in the Company's deferred tax liabilities, which is included in other liabilities on the Company's consolidated statements of financial condition, for the three and nine months ended September 30, 2011 is summarized as follows:

	Total (in thousands)
Balance at December 31, 2010	\$ (51 )
Deferred Tax Expense	1
Balance at March 31, 2011	\$ (50 )
Deferred Tax Expense	19
Balance at June 30, 2011	\$ (31 )
Deferred Tax Expense	—
Balance at September 30, 2011	\$ (31 )

The change in the Company's deferred tax assets, net of valuation allowance, for the three and nine months ended September 30, 2010 is summarized as follows:

	Section 754	Other	Valuation Allowance	Total
	(in thousands)			
Balance at December 31, 2009	\$ 65,006	\$ 2,001	\$ (60,253 )	\$ 6,754
Deferred Tax Expense	(726 )	173	—	(553 )
Unit Exchange	3,577	—	(3,186 )	391
Change in Valuation Allowance	—	—	1,266	1,266
Balance at March 31, 2010	\$ 67,587	\$ 2,174	\$ (62,173 )	\$ 7,858
Deferred Tax Expense	(849 )	303	—	(546 )
Change in Valuation Allowance	—	—	(1,379 )	(1,379 )
Balance at June 30, 2010	\$ 67,008	\$ 2,477	\$ (63,552 )	\$ 5,933
Deferred Tax Expense	(801 )	236	—	(565 )
Change in Valuation Allowance	—	—	2,186	2,186
Balance at September 30, 2010	\$ 66,207	\$ 2,713	\$ (61,366 )	\$ 7,554

The change in the Company's deferred tax liabilities, which is included in other liabilities on the Company's consolidated statements of financial condition, for the three and nine months ended September 30, 2010 is summarized as follows:

	Total (in thousands)
Balance at December 31, 2009	\$ (275 )
Deferred Tax Expense	56
Balance at March 31, 2010	\$ (219 )
Deferred Tax Expense	56
Balance at June 30, 2010	\$ (163 )
Deferred Tax Expense	56
Balance at September 30, 2010	\$ (107 )



Note 8—Investments, at Fair Value

Investments in equity securities consisted of the following at September 30, 2011:

	Cost	Unrealized Loss (in thousands)	Fair Value
Equity Securities	\$ 3,007	\$ (419 )	\$ 2,588
Mutual Funds	2,852	(99 )	2,753
Total	\$ 5,859	\$ (518 )	\$ 5,341

Investments in equity securities consisted of the following at December 31, 2010:

	Cost	Unrealized Gain (in thousands)	Fair Value
Equity Securities	\$ 736	\$ 106	\$ 842
Mutual Funds	2,043	438	2,481
Total	\$ 2,779	\$ 544	\$ 3,323

#### Note 9—Non-Controlling Interests

Non-controlling interests in the operations of the Company's operating company and consolidated subsidiaries are comprised of the following:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in thousands)			
Non-Controlling Interest of Pzena Investment Management, LLC	\$ 7,811	\$ 7,722	\$ 26,841	\$ 23,483
Non-Controlling Interest of Consolidated Investment Partnerships	(714 )	311	(663 )	149
Non-Controlling Interests	\$ 7,097	\$ 8,033	\$ 26,178	\$ 23,632

Distributions to non-controlling interests represent tax allocations and dividend equivalents paid to the members of the operating company, as well as withdrawals made by the Company's consolidated investment partnerships.

#### Note 10—Members' Equity Interests of Operating Company

Except as otherwise provided by law, the liability of a member of the operating company is limited to the amount of its capital account. A member may transfer or assign all or any part of its membership interest with the prior written consent of Pzena Investment Management, Inc., which may be withheld at its sole discretion. Any transferee admitted as a member shall succeed to the capital account, or portion thereof, transferred or assigned, as if no such transfer or assignment had occurred.

#### Note 11—Shareholders' Equity

The Company functions as the holding company through which the business of its operating company is conducted. Concurrently with the consummation of the Company's initial public offering on October 30, 2007, the operating agreement of the operating company was amended and restated such that, among other things, the Company became the sole managing member of the operating company. As a result of these transactions: (i) the Company has consolidated the financial results of the operating company with its own and reflected the membership interest in it that it does not own as a non-controlling interest in its consolidated financial statements; and (ii) the Company recognizes income generated from its economic interest in the operating company's net income. Additionally, the Class B units of the operating company that the Company acquired were reclassified as Class A units of the operating

company. Class A and Class B units of the operating company have the same economic rights per unit. As of September 30, 2011, the holders of Class A common stock (through the Company) and the holders of Class B units of the operating company held approximately 16.4% and 83.6%, respectively, of the economic interests in the operations of the business. As of December 31, 2010, the holders of Class A common stock (through the Company) and the holders of Class B units of the operating company held approximately 14.5% and 85.5%, respectively, of the economic interests in the operations of the business.

Each Class B unit of the operating company has a corresponding share of the Company's Class B common stock, par value \$0.000001 per share, that was issued in exchange for payment of this par value. Each share of the Company's Class B common stock entitles its holder to five votes, until the first time that the number of shares of Class B common stock outstanding constitutes less than 20% of the number of all shares of the Company's common stock outstanding. From this time and thereafter, each share of the Company's Class B common stock entitles its holder to one vote. When a Class B unit is exchanged for a share of the Company's Class A common stock or forfeited, a corresponding share of the Company's Class B common stock will automatically be redeemed and cancelled. Conversely, to the extent that the Company causes the operating company to issue additional Class B units to employees pursuant to its equity incentive plan, these additional holders of Class B units would be entitled to receive a corresponding number of shares of the Company's Class B common stock (including if the Class B units awarded are subject to vesting).

All holders of the Company's Class B common stock have entered into a stockholders' agreement, pursuant to which they agreed to vote all shares of Class B common stock then held by them, and acquired in the future, together on all matters submitted to a vote of the common stockholders.

The outstanding shares of the Company's Class A common stock represent 100% of the rights of the holders of all classes of the Company's capital stock to receive distributions, except that holders of Class B common stock will have the right to receive the class's par value upon the Company's liquidation, dissolution or winding up.

Pursuant to the operating agreement of the operating company, each vested Class B unit is exchangeable for a share of the Company's Class A common stock, subject to certain exchange timing and volume limitations.

On September 15, 2011, March 28, 2011, and March 31, 2010, certain of the operating company's members exchanged an aggregate of 670,902, 536,528 and 734,618, respectively, of their Class B units for an equivalent number of shares of Company Class A common stock. These acquisitions of additional operating company membership interests were treated as reorganizations of entities under common control as required by the Business Combinations Topic of the FASB ASC.

The incremental assets and liabilities assumed in the exchanges were recorded on September 15, 2011, March 28, 2011 and March 31, 2010 as follows:

	September 15, 2011 (in thousands)	March 28, 2011	March 31, 2010
Pzena Investment Management, LLC			
Members' Capital	\$ 9,274	\$ 7,425	\$ 10,140
Pzena Investment Management, LLC			
Accumulated Deficit	(8,870 )	(7,167 )	(9,824 )
Realizable Deferred Tax Asset	205	306	391
Net Tax Receivable Liability to Converting Unitholders	(174 )	(260 )	(332 )
Total	\$ 435	\$ 304	\$ 375
Common Stock, at Par	\$ 7	\$ 5	\$ 7
Additional Paid-in Capital	428	299	368
Total	\$ 435	\$ 304	\$ 375

#### Note 12—Subsequent Events

The Company evaluated the need for disclosures and/or adjustments resulting from subsequent events through the date the financial statements were issued. This evaluation did not result in any subsequent events that necessitated disclosures and/or adjustments.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

We are a public-equity investment management firm that utilizes a classic value investment approach across all of our investment strategies. We currently manage assets in a variety of value-oriented investment strategies across a wide range of market capitalizations in both U.S. and non-U.S. capital markets. At September 30, 2011, our assets under management, or AUM, was \$12.2 billion. We manage separate accounts on behalf of institutions and high net worth individuals, and act as sub-investment adviser for a variety of SEC-registered mutual funds and offshore funds.

We function as the holding company through which the business of our operating company, Pzena Investment Management, LLC (the "operating company"), is conducted. Concurrently with the consummation of our initial public offering and reorganization on October 30, 2007, we became the sole managing member of the operating company. As such, we now control its business and affairs and, therefore, consolidate its financial results with ours. In light of our employees' and other investors' collective membership interest in our operating company, we reflect their ownership as a non-controlling interest in our consolidated financial statements. As a result, we have consolidated the financial results of the operating company with our own and reflected the membership interest in it that we do not own as a non-controlling interest in our consolidated financial statements and we recognize income generated from our economic interest in the operating company's net income. As of September 30, 2011, the holders of Class A common stock (through the Company) and the holders of Class B units of our operating company held approximately 16.4% and 83.6%, respectively, of the economic interests in the operations of our business.

Non-GAAP Net Income

Our results for the three and nine months ended September 30, 2011 and 2010 included adjustments related to our tax receivable agreement and the associated liability to selling and converting shareholders. We believe that these accounting adjustments add a measure of non-operational complexity which partially obscures the underlying performance of the business. In evaluating the financial condition and results of operations, we also review certain non-GAAP measures of earnings, which exclude these items. Excluding these adjustments, non-GAAP diluted net income and non-GAAP diluted net income per share were \$5.3 million and \$0.08, respectively, for the three months ended September 30, 2011, and \$5.2 million and \$0.08, respectively, for the three months ended September 30, 2010. Excluding the same adjustments, non-GAAP diluted net income and non-GAAP diluted net income per share were \$18.1 million and \$0.28, respectively, for the nine months ended September 30, 2011, and \$15.7 million and \$0.24, respectively, for the nine months ended September 30, 2010. GAAP and non-GAAP net income for diluted earnings per share generally assume all operating company membership units are converted into Company stock at the beginning of the reporting period, and the resulting change to our net income associated with our increased interest in the operating company is taxed at our effective tax rate, exclusive of these adjustments. When this conversion results in an increase in earnings per share or a decrease in loss per share, diluted net income and diluted earnings per share are assumed to be equal to basic net income and basic earnings per share for the reporting period. The Company's effective tax rate, exclusive of adjustments related to our tax receivable agreement and the associated liability to selling and converting shareholders, was 42.9% for each of the three and nine months ended September 30, 2011 and 42.7% for each of the three and nine months ended September 30, 2010, as noted in the section "Operating Results—Income Tax Expense/(Benefit)," below.

We use these non-GAAP measures to assess the strength of the underlying operations of the business. We believe that these adjustments, and the non-GAAP measures derived from them, provide information to better analyze our operations between periods, and over time. Investors should consider these non-GAAP measures in addition to, and not as a substitute for, financial measures prepared in accordance with GAAP.



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A reconciliation of the non-GAAP measures to the most comparable GAAP measures is included below:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in thousands, except share and per-share amounts)			
GAAP Net Income	\$497	\$1,219	\$3,013	\$2,676
Net Effect of Tax Receivable Agreement	332	(461)	(256)	(440)
Non-GAAP Net Income	\$829	\$758	\$2,757	\$2,236
GAAP Non-Controlling Interest of Pzena Investment Management, LLC	\$7,811	\$7,722	\$26,841	\$23,483
Less: Assumed Corporate Income Taxes	3,348	3,309	11,504	10,063
Assumed After-Tax Income of Pzena Investment Management, LLC	\$4,463	\$4,413	\$15,337	\$13,420
Non-GAAP Net Income of Pzena Investment Management, Inc.	829	758	2,757	2,236
Non-GAAP Diluted Net Income	\$5,292	\$5,171	\$18,094	\$15,656
Non-GAAP Diluted Earnings Per Share Attributable to Pzena Investment Management, Inc. Common Stockholders:				
Non-GAAP Net Income for Diluted Earnings per Share	\$5,292	\$5,171	\$18,094	\$15,656
Non-GAAP Diluted Earnings per Share	\$0.08	\$0.08	\$0.28	\$0.24
Non-GAAP Diluted Weighted Average Shares Outstanding	64,910,014	64,993,746	65,011,182	65,006,198

## Revenue

We generate revenue primarily from management fees and performance fees, which we collectively refer to as our advisory fees, by managing assets on behalf of institutional accounts and for retail clients, which are generally open-end mutual funds catering primarily to retail investors. Our advisory fee income is recognized over the period in which investment management services are provided. Following the preferred method identified in the Revenue Recognition Topic of the Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”), income from performance fees is recorded at the conclusion of the contractual performance period, when all contingencies are resolved.

Our advisory fees are primarily driven by the level of our AUM. Our AUM increases or decreases with the net inflows or outflows of funds into our various investment strategies and with the investment performance thereof. In order to increase our AUM and expand our business, we must develop and market investment strategies that suit the investment needs of our target clients, and provide attractive returns over the long term. The value and composition of our AUM, and our ability to continue to attract clients, will depend on a variety of factors including, among other things:

- our ability to educate our target clients about our classic value investment strategies and provide them with exceptional client service;

-

the relative investment performance of our investment strategies, as compared to competing products and market indices;

- competitive conditions in the investment management and broader financial services sectors;
  - general economic conditions;
  - investor sentiment and confidence; and
- our decision to close strategies when we deem it to be in the best interests of our clients.

For our institutional accounts, we are paid fees according to a schedule, which varies by investment strategy. The substantial majority of these accounts pay us management fees pursuant to a schedule in which the rate we earn on the AUM declines as the amount of AUM increases.

Pursuant to our sub-investment advisory agreements with our retail clients, we are generally paid a management fee according to a schedule in which the rate we earn on the AUM declines as the amount of AUM increases. Certain of these funds pay us fixed-rate management fees. Due to the substantially larger account size of certain of these accounts, the average advisory fees we earn on them, as a percentage of AUM, are lower than the advisory fees we earn on our institutional accounts.

Certain of our clients pay us fees according to the performance of their accounts relative to certain agreed-upon benchmarks, which results in a slightly lower base fee, but allows us to earn higher fees if the relevant investment strategy outperforms the agreed-upon benchmark.



The majority of advisory fees we earn on institutional accounts is based on the value of our AUM at a specific date on a quarterly basis, either in arrears or advance. Advisory fees on certain of our institutional accounts, and with respect to most of our retail accounts, are calculated based on the average of the monthly or daily market value. Advisory fees are also generally adjusted for any cash flows into or out of a portfolio, where the cash flow represents greater than 10% of the value of the portfolio. While a specific group of accounts may use the same fee rate, the method used to calculate the fee according to the fee rate schedule may differ as described above.

Our advisory fees may fluctuate based on a number of factors, including the following:

• changes in AUM due to appreciation or depreciation of our investment portfolios, and the levels of the contribution and withdrawal of assets by new and existing clients;

- distribution of AUM among our investment strategies, which have differing fee schedules;

• distribution of AUM between institutional accounts and retail accounts, for which we generally earn lower overall advisory fees; and

- the level of our performance with respect to accounts on which we are paid performance fees.

#### Expenses

Our expenses consist primarily of compensation and benefits expenses, as well as general and administrative expenses. These expenses may fluctuate due to a number of factors, including the following:

• variations in the level of total compensation expense due to, among other things, bonuses, awards of equity to our employees and members of our operating company, changes in our employee count and mix, and competitive factors; and

• expenses, such as rent, professional service fees and data-related costs, incurred, as necessary, to run our business.

#### Compensation and Benefits Expense

Our largest expense is compensation and benefits, which includes the salaries, bonuses, equity-based compensation, and related benefits and payroll costs attributable to our members and employees. Compensation and benefits packages are benchmarked against relevant industry and geographic peer groups in order to attract and retain qualified personnel.

Pursuant to the Pzena Investment Management, LLC Amended and Restated 2006 Equity Incentive Plan (the “2006 Equity Incentive Plan”), we have issued restricted units and options to purchase units in the operating company. We use a fair-value method in recording the compensation expense associated with the granting of these restricted units, and options to purchase units, to new and existing members under the 2006 Equity Incentive Plan. Under this method, compensation expense is measured at the grant date based on the estimated fair value of the award and is recognized over the award’s vesting period. The fair value of the units is determined by reference to the market price of our Class A common stock on the date of grant, since these units are exchangeable for shares of our Class A common stock on a one-for-one basis. The fair value of the options to purchase units is determined by using an appropriate option pricing model on the grant date.

Pursuant to the Pzena Investment Management, LLC Amended and Restated Bonus Plan (the “Bonus Plan”), eligible employees whose cash compensation is in excess of certain thresholds have a portion of that excess mandatorily

deferred. These deferred amounts may be invested, at the employee's discretion, in certain third-party mutual funds, restricted phantom units of our operating company, or money market funds. Amounts deferred in any calendar year reduce that year's cash compensation expense and vest ratably over a four-year period beginning on January 1st of the next year. At both September 30, 2011 and December 31, 2010, the liability associated with deferred compensation investment accounts was approximately \$0.9 million, which is recorded in the deferred compensation liability on the consolidated statement of financial condition. For the three months ended September 30, 2011 and 2010, the Company recognized approximately \$0.7 million and \$0.5 million, respectively, in compensation and benefits expense associated with the amortization of all operating company Class B units and options to acquire Class B units issued under the 2006 Equity Incentive Plan, and options to acquire Class A common stock issued under our Pzena Investment Management, Inc. 2007 Equity Incentive Plan (the "2007 Equity Incentive Plan"). For the nine months ended September 30, 2011 and 2010, the Company recognized approximately \$2.0 million and \$1.6 million in such compensation and benefits expense. Should additional amounts be deferred in future years, we would expect the non-cash portion of our compensation expense to increase as the previously and subsequently deferred amounts are amortized through the statement of operations.

As of September 30, 2011, we had approximately \$2.1 million in total unrecorded compensation expense related to unvested operating company phantom units issued pursuant to our Bonus Plan, operating company unit and option grants issued under the 2006 Equity Incentive Plan, and stock and option grants issued under our 2007 Equity Incentive Plan. We expect that the amortization of these amounts will be approximately \$0.8 million in the remainder of 2011, \$0.9 million in 2012, \$0.2 million in 2013, and \$0.2 million in 2014.

### General and Administrative Expense

General and administrative expense includes office rent and other expenses, professional and outside services fees, depreciation, and the costs associated with operating and maintaining our research, trading, and portfolio accounting systems. Our occupancy-related costs and professional services expenses, in particular, generally increase or decrease in relative proportion to the overall size and scale of our business operations.

We incur additional expenses associated with being a public company for, among other things, director and officer insurance, director fees, SEC reporting and compliance (including Sarbanes-Oxley and Dodd-Frank compliance), professional fees, transfer agent fees, and other similar expenses. These additional expenses have and will continue to reduce our net income.

### Other Income/(Expense)

Other income/(expense) is derived primarily from investment income or loss arising from our consolidated investment partnerships, our investments in various private investment vehicles that we employ to incubate new strategies, income or loss generated by our investments in third-party mutual funds, interest expense on our outstanding debt prior to its repayment in 2010, and interest income on our cash balances. Other income/(expense) is also affected by changes in our estimates of the liability due to our selling and converting shareholders associated with payments owed to them under the tax receivable agreement which was executed in connection with our reorganization and offering on October 30, 2007. As discussed further below under "Tax Receivable Agreement," this liability represents 85% of the amount of cash savings, if any, in U.S. federal, state, and local income tax that we realize as a result of the amortization of the increases in tax basis generated from our acquisitions of our operating company's units from our selling and converting shareholders. Amounts waived by our selling and converting shareholders, if any, reduce this liability. We expect the interest and investment components of other income/(expense), in the aggregate, to fluctuate based on market conditions and the performance of our consolidated investment partnerships and other investments.

### Non-Controlling Interests

Our operating company has historically consolidated the results of operations of the private investment partnerships over which we exercise a controlling influence. After our reorganization, we became the sole managing member of our operating company and now control its business and affairs and, therefore, consolidate its financial results with ours. In light of our employees' and outside investors' interest in our operating company, we have reflected their membership interests as a non-controlling interest in our consolidated financial statements. As a result, subsequent to October 30, 2007, our income is generated by our economic interest in our operating company's net income. As of September 30, 2011, the holders of Class A common stock (through the Company) and the holders of Class B units of the operating company held approximately 16.4% and 83.6%, respectively, of the economic interests in the operations of the business.

### Income Tax Expense/(Benefit)

While our operating company has historically not been subject to U.S. federal and certain state income taxes, it has been subject to New York City Unincorporated Business Tax. As a result of our reorganization, we are now subject to taxes applicable to C-corporations. Valuation allowances are established, when necessary, to reduce deferred tax assets to an amount more likely than not to be realized. As of September 30, 2011 and December 31, 2010, our valuation allowance against the deferred tax asset associated with our acquisition of operating company units in conjunction with the offering and subsequent exchanges was \$60.3 million and \$59.4 million, respectively.



## Operating Results

## Assets Under Management and Flows

As of September 30, 2011, our approximately \$12.2 billion of AUM was invested in a variety of value-oriented investment strategies, representing distinct capitalization segments of U.S. and non-U.S. equity markets. The performance and AUM of our five largest investment strategies as of September 30, 2011 are further described below. We follow the same investment process for each of these strategies. Our investment strategies are distinguished by the market capitalization ranges from which we select securities for their portfolios, which we refer to as each strategy's investment universe, as well as the regions in which we invest. While our investment process includes ongoing review of companies in the investment universes described below, our actual investments may include companies outside of the relevant market capitalization range at the time of our investment. In addition, the number of holdings typically found in the portfolios of each of our investment strategies may vary, as described below.

Our earnings and cash flows are heavily dependent upon prevailing financial market conditions. Significant increases or decreases in the various securities markets, particularly the equities markets, can have a material impact on our results of operations, financial condition, and cash flows.

The change in AUM in our institutional accounts and our retail accounts for the three and nine months ended September 30, 2011 and 2010, and for twelve months ended September 30, 2011, is described below. Inflows are composed solely of the investment of new or additional assets by new or existing clients. Outflows consist solely of redemptions of assets by existing clients.

Assets Under Management	For the Three Months		For the Nine Months		For the Twelve Months Ended September 30, 2011
	Ended September 30, 2011	2010	Ended September 30, 2011	2010	
	(in billions)				
<b>Institutional Accounts</b>					
Beginning of Period Assets	\$ 12.9	\$ 10.0	\$ 12.5	\$ 10.7	\$ 11.3
Inflows	0.3	0.6	1.3	1.3	1.9
Outflows	(0.4 )	(0.5 )	(1.6 )	(1.3 )	(2.1 )
Net Flows	(0.1 )	0.1	(0.3 )	0.0	(0.2 )
<b>Market</b>					
Appreciation/(Depreciation)	(2.8 )	1.2	(2.2 )	0.6	(1.1 )
End of Period Assets	\$ 10.0	\$ 11.3	\$ 10.0	\$ 11.3	\$ 10.0
<b>Retail Accounts</b>					
Beginning of Period Assets	\$ 3.0	\$ 3.1	\$ 3.1	\$ 3.6	\$ 3.0
Inflows	0.2	0.3	0.8	1.0	1.0
Outflows	(0.4 )	(0.7 )	(1.3 )	(1.7 )	(1.7 )
Net Flows	(0.2 )	(0.4 )	(0.5 )	(0.7 )	(0.7 )
<b>Market</b>					
Appreciation/(Depreciation)	(0.6 )	0.3	(0.4 )	0.1	(0.1 )
End of Period Assets	2.2	\$ 3.0	\$ 2.2	\$ 3.0	\$ 2.2
<b>Total</b>					

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Beginning of Period Assets	\$ 15.9	\$ 13.1	\$ 15.6	\$ 14.3	\$ 14.3
Inflows	0.5	0.9	2.1	2.3	2.9
Outflows	(0.8 )	(1.2 )	(2.9 )	(3.0 )	(3.8 )
Net Flows	(0.3 )	(0.3 )	(0.8 )	(0.7 )	(0.9 )
Market					
Appreciation/(Depreciation)	(3.4 )	1.5	(2.6 )	0.7	(1.2 )
End of Period Assets	\$ 12.2	\$ 14.3	\$ 12.2	\$ 14.3	\$ 12.2

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The following table describes the allocation of our AUM among our investment strategies, as of September 30, 2011 and 2010:

Investment Strategy	AUM at September 30,	
	2011	2010
	(in billions)	
U.S. Value Strategies	\$ 7.4	\$ 9.2
Global Value Strategies	3.0	3.2
Non-U.S. Value Strategies	1.8	1.9
Total	\$ 12.2	\$ 14.3

During the third quarter of 2011, the performance of our investment strategies was negatively impacted by significant downward movement in the equity markets. Several major concerns continued to weigh on investor confidence in the third quarter of 2011, including the sluggish economic recoveries in many developed countries, the European debt crisis, a divided U.S. Congress struggling to reach an agreement on deficit reduction and raising the statutory federal debt ceiling, and inflation in emerging markets. This, coupled with \$0.9 billion in net outflows, resulted in our AUM decreasing by \$2.1 billion, or 14.7%, from \$14.3 billion at September 30, 2010, to \$12.2 billion at September 30, 2011.

As of September 30, 2011, we managed \$10.0 billion in institutional accounts and \$2.2 billion in retail accounts, for a total of \$12.2 billion in assets under management. For the three months ended September 30, 2011, we experienced market depreciation of \$3.4 billion and total gross outflows of \$0.8 billion, which were offset by total gross inflows of \$0.5 billion. For the three months ended September 30, 2011, assets in institutional accounts decreased by \$2.9 billion, or 22.5%, due to \$2.8 billion in market depreciation and \$0.4 billion in gross outflows, offset by \$0.3 billion in gross inflows. For the three months ended September 30, 2011, assets in retail accounts decreased by \$0.8 billion, or 26.7%, as a result of \$0.6 billion in market depreciation and \$0.4 billion in gross outflows, offset by \$0.2 billion in gross inflows.

For the nine months ended September 30, 2011, we experienced total gross outflows of \$2.9 billion and market depreciation of \$2.6 billion, offset by total gross inflows of \$2.1 billion. For the nine months ended September 30, 2011, assets in institutional accounts decreased by \$2.5 billion, or 20.0%, due to market depreciation of \$2.2 billion and \$1.6 billion in gross outflows, offset by \$1.3 billion in gross inflows. For the nine months ended September 30, 2011, assets in retail accounts decreased by \$0.9 billion, or 29.0%, as a result of \$1.3 billion in gross outflows and \$0.4 billion in market depreciation, offset by \$0.8 billion in gross inflows.

For the nine months ended September 30, 2010, we experienced total gross inflows of \$2.3 billion and market appreciation of \$0.7 billion, which were offset by total gross outflows of \$3.0 billion. For the nine months ended September 30, 2010, assets in institutional accounts increased by \$0.6 billion, or 5.6%, due to \$1.3 billion in gross inflows and \$0.6 billion in market appreciation, offset by \$1.3 billion in gross outflows. For the nine months ended September 30, 2010, assets in retail accounts decreased by \$0.6 billion, or 16.7%, as a result of \$1.7 billion in gross outflows, offset by \$1.0 billion in gross inflows and \$0.1 billion in market appreciation.

As of September 30, 2011, institutional accounts represented 82.0% of our total AUM, compared to 79.0% at September 30, 2010. As of September 30, 2011, our Global Value and non-U.S. Value investment strategies accounted for 39.3% of our AUM, compared to 35.7% at September 30, 2010.

Our revenues are correlated with the levels of our weighted average AUM. Our weighted average AUM fluctuates based on changes in the market value of accounts advised and managed by us, and on our fund flows. Since we are long-term fundamental investors, we believe that our investment strategies yield the most benefits, and are best

evaluated, over a long-term timeframe. We believe that our investment strategies are generally evaluated by our clients and our potential future clients based on their relative performance since inception, and the previous one-year, three-year, and five-year periods. There has typically been a correlation between our strategies' investment performance and the size and direction of asset flows over the long term. To the extent that our returns for these periods outperform client benchmarks, we would generally anticipate increased asset flows over the long term. Correspondingly, negative returns relative to client benchmarks could cause existing clients to reduce their exposure to our products, and hinder new client acquisition.



The following table indicates the annualized returns, gross and net (which represents annualized returns prior to and after payment of advisory fees, respectively), of our five largest investment strategies from their inception to September 30, 2011, and in the five-year, three-year, and one-year periods ended September 30, 2011, relative to the performance of: (i) the market index which is most commonly used by our clients to compare the performance of the relevant investment strategy, and (ii) the S&P 500® Index, which is provided for the limited purpose of providing a comparison to the broader equity market.

Investment Strategy (Inception Date)	Period Ended September 30, 2011(1)			
	Since Inception	5 Years	3 Years	1 Year
<b>Large Cap Value (October 2000)</b>				
Annualized Gross Returns	2.7 %	(6.8)%	0.6 %	(7.5)%
Annualized Net Returns	2.2 %	(7.3)%	0.1 %	(8.0)%
Russell 1000® Value Index	2.2 %	(3.5)%	(1.5)%	(1.9)%
S&P 500® Index	(0.3)%	(1.2)%	1.2 %	1.1 %
<b>Global Value (January 2004)</b>				
Annualized Gross Returns	(0.1)%	(9.3)%	(2.5)%	(13.9)%
Annualized Net Returns	(0.8)%	(10.0)%	(3.2)%	(14.5)%
MSCI World(SM) Index—Net/U.S.\$(2)	2.9 %	(2.2)%	(0.1)%	(4.3)%
S&P 500® Index	2.3 %	(1.2)%	1.2 %	1.1 %
<b>EAFE Diversified Value (November 2008)</b>				
Annualized Gross Returns	11.2 %	—	—	(11.4)%
Annualized Net Returns	11.0 %	—	—	(11.6)%
MSCI EAFE® Index—Net/U.S.\$(2)	6.8 %	—	—	(9.3)%
S&P 500® Index	7.8 %	—	—	1.1 %
<b>Value Service (January 1996)</b>				
Annualized Gross Returns	8.6 %	(6.4)%	0.7 %	(6.5)%
Annualized Net Returns	7.8 %	(7.0)%	0.0 %	(7.2)%
Russell 1000® Value Index	6.4 %	(3.5)%	(1.5)%	(1.9)%
S&P 500® Index	5.8 %	(1.2)%	1.2 %	1.1 %
<b>Small Cap Value (January 1996)</b>				
Annualized Gross Returns	12.0 %	0.4 %	4.7 %	(7.5)%
Annualized Net Returns	10.7 %	(0.6)%	3.7 %	(8.4)%
Russell 2000® Value Index	7.9 %	(3.1)%	(2.8)%	(6.0)%
S&P 500® Index	5.8 %	(1.2)%	1.2 %	1.1 %

(1) The historical returns of these investment strategies are not necessarily indicative of their future performance, or the future performance of any of our other current or future investment strategies.

(2) Net of applicable withholding taxes.

**Large Cap Value.** We screen a universe of the 500 largest U.S.-listed companies, based on market capitalization, to build a portfolio generally consisting of 30 to 40 stocks. We launched this strategy in October 2000. At September 30, 2011, the Large Cap Value strategy achieved a one-year annualized gross return of -7.5%, underperforming both its benchmark and the broader domestic equity market in general. This performance was due primarily to our overweight investment exposure to the financial services and technology sectors, partially offset by an underweight exposure to health care.

**Global Value.** We screen a universe of the 1,500 largest non U.S.-listed companies, based on market capitalization, and the 500 largest U.S.-listed companies, based on market capitalization, to build a portfolio generally consisting of 40 to 60 stocks. We launched this strategy in January 2004. At September 30, 2011, the Global Value strategy achieved a one-year annualized gross return of -13.9%, underperforming the benchmark most commonly used by our clients. This performance was due to our overweight investment exposure to the financials and information technology sectors.

**EAFE Diversified Value.** We screen a universe of the 1,500 largest non-U.S.-listed companies, based on market capitalization, to build a portfolio generally consisting of 60 to 100 stocks. We launched this strategy in November 2008. At September 30, 2011, the EAFE Diversified Value strategy achieved a one-year annualized gross return of -11.4%, underperforming the benchmark most commonly used by our clients. This performance was due primarily to our overweight investment exposure to the financials sector.

**Value Service.** We screen a universe of the 1,000 largest U.S.-listed companies, based on market capitalization, to build a portfolio generally consisting of 30 to 40 stocks. We launched this strategy in January 1996. At September 30, 2011, the Value strategy achieved a one-year annualized gross return of -6.5%, underperforming both its benchmark and the broader domestic equity market in general. This performance was due primarily to our overweight exposure to the financial services and technology sectors, partially offset by an underweight exposure to health care.

Small Cap Value. We screen a universe of U.S.-listed companies ranked from the 1,001 to 3,000 largest, based on market capitalization, to build a portfolio generally consisting of 40 to 50 stocks. We launched this strategy in January 1996. At September 30, 2011, the Small Cap Value strategy achieved a one-year annualized gross return of -7.5%, underperforming both its benchmark and the broader domestic equity market in general. This performance was primarily due to our overweight exposure to the consumer discretionary sector, partially offset by an underweight exposure to health care.

## Revenues

Our revenue from advisory fees earned on our institutional and retail accounts for the three and nine months ended September 30, 2011 and 2010 is described below:

Revenue	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in thousands)			
Institutional Accounts	\$ 17,363	\$ 15,491	\$ 55,406	\$ 47,756
Retail Accounts	2,587	2,991	8,703	9,264
Total	\$ 19,950	\$ 18,482	\$ 64,109	\$ 57,020

### Three Months Ended September 30, 2011 versus September 30, 2010

Our total revenue increased \$1.5 million, or 8.1%, to \$20.0 million for the three months ended September 30, 2011, from \$18.5 million for the three months ended September 30, 2010. This change was driven primarily by increases in performance fees recognized. Such performance fees generated \$1.1 million for the three months ended September 30, 2011. No such performance fees were recognized for the three months ended September 30, 2010. As noted above, certain of our clients pay us fees according to the performance of their accounts relative to certain agreed-upon benchmarks, which results in a slightly lower base fee, but allows us to earn higher fees if the relevant investment strategy outperforms the agreed-upon benchmark. The increase was also attributable to increases in weighted average AUM, which increased \$0.7 billion, or 5.1%, to \$14.3 billion for the three months ended September 30, 2011, from \$13.6 billion for the three months ended September 30, 2010. To the extent that we experience reductions in weighted average AUM, either through negative market performance or net client outflows, our revenue will be adversely affected.

Our weighted average fees were 0.560% and 0.544% for the three months ended September 30, 2011 and 2010, respectively. This increase was primarily due to an increase in performance fees recognized, as discussed above. Institutional accounts comprised 81.8% of weighted average assets for the three months ended September 30, 2011, compared to 77.2% of weighted average assets for the three months ended September 30, 2010.

Weighted average assets in institutional accounts increased \$1.2 billion, or 11.4%, to \$11.7 billion for the three months ended September 30, 2011, from \$10.5 billion for the three months ended September 30, 2010, and had weighted average fees of 0.597% and 0.589% for the three months ended September 30, 2011 and 2010, respectively. The increase was primarily due to performance fees recognized.

Weighted average assets in retail accounts decreased \$0.5 billion, or 16.1%, to \$2.6 billion for the three months ended September 30, 2011, from \$3.1 billion for the three months ended September 30, 2010, and had weighted average fees of 0.395% and 0.389% for the three months ended September 30, 2011 and 2010, respectively. The increase in

weighted average fees in retail accounts was primarily due to the higher mix of assets in the Company's retail Emerging Markets strategy, which typically carries a higher fee rate, as well as the timing of flows in our retail accounts.

Nine Months Ended September 30, 2011 versus September 30, 2010

Our total revenue increased \$7.1 million, or 12.5%, to \$64.1 million for the nine months ended September 30, 2011, from \$57.0 million for the nine months ended September 30, 2010. This change was driven primarily by increases in weighted average AUM, which increased \$1.3 billion, or 9.2%, to \$15.5 billion for the nine months ended September 30, 2011, from \$14.2 billion for the nine months ended September 30, 2010. Our increase in revenue was also attributable to an increase in performance fees recognized. Such performance fees generated \$2.5 million and \$0.3 million in revenue for the nine months ended September 30, 2011 and 2010, respectively. As noted above, to the extent that we experience reductions in weighted average AUM, either through negative market performance or net client outflows, our revenue will be adversely affected.

Our weighted average fees were 0.553% and 0.537% for the nine months ended September 30, 2011 and 2010, respectively. This increase was primarily due to performance fees recognized. Institutional accounts comprised 80.6% of weighted average assets for the nine months ended September 30, 2011, compared to 76.1% of weighted average assets for the nine months ended September 30, 2010.

Weighted average assets in institutional accounts increased \$1.7 billion, or 15.7%, to \$12.5 billion for the nine months ended September 30, 2011, from \$10.8 billion for the nine months ended September 30, 2010, and had weighted average fees of 0.592% and 0.590% for the nine months ended September 30, 2011 and 2010, respectively. The increase in weighted average fees was primarily due to an increase in performance-based fees. These performance-based fees pay incentive fees according to the performance relative to certain agreed-upon benchmarks, which results in a lower base fee, but allows for us to earn higher fees if the relevant investment strategy out-performs the agreed-upon benchmark.

Weighted average assets in retail accounts decreased \$0.4 billion, or 11.8%, to \$3.0 billion for the nine months ended September 30, 2011, from \$3.4 billion for the nine months ended September 30, 2010, and had weighted average fees of 0.388% and 0.367% for the nine months ended September 30, 2011 and 2010, respectively. The increase in weighted average fees in retail accounts was due primarily to the higher mix of assets in the Company's retail Emerging Markets strategy, which typically carry a higher fee rate, as well as the timing of flows in our retail accounts.

### Expenses

Our operating expenses are driven primarily by our compensation costs. The table below describes the components of our compensation expense for the three and nine months ended September 30, 2011 and 2010:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in thousands)			
Cash Compensation and Other Benefits	\$ 6,688	\$ 6,474	\$ 20,973	\$ 19,461
Other Non-Cash Compensation	1,039	901	3,402	2,565
Total Compensation and Benefits Expense	\$ 7,727	\$ 7,375	\$ 24,375	\$ 22,026

### Three Months Ended September 30, 2011 versus September 30, 2010

Total operating expenses increased by \$0.5 million, or 5.4%, to \$9.7 million for the three months ended September 30, 2011, from \$9.2 million for the three months ended September 30, 2010. This increase was primarily attributable to an increase in compensation and benefits expenses, as discussed below.

Compensation and benefits expense increased by \$0.3 million, or 4.1%, to \$7.7 million for the three months ended September 30, 2011, from \$7.4 million for the three months ended September 30, 2010. This increase was primarily a result of increases in discretionary bonus accruals and non-cash compensation.

General and administrative expense increased by \$0.2 million, or 11.1%, to \$2.0 million for the three months ended September 30, 2011, from \$1.8 million for the three months ended September 30, 2010. This increase was a result of small fluctuations in various general and administrative expense categories.

Nine Months Ended September 30, 2011 versus September 30, 2010

Total operating expenses increased by \$2.3 million, or 8.2%, to \$30.3 million for the nine months ended September 30, 2011, from \$28.0 million for the nine months ended September 30, 2010. This increase was primarily attributable to an increase in compensation and benefits expenses, as discussed below.

Compensation and benefits expense increased by \$2.4 million, or 10.9%, to \$24.4 million for the nine months ended September 30, 2011, from \$22.0 million for the nine months ended September 30, 2010. This increase was primarily a result of increases in discretionary bonus accruals and non-cash compensation.

General and administrative expense increased by \$0.1 million, or 1.7%, to \$6.0 million for the nine months ended September 30, 2011, from \$5.9 million for the nine months ended September 30, 2010. This increase was a result of small fluctuations in various general and administrative expense categories.

Other Income/(Expense)

Three Months Ended September 30, 2011 versus September 30, 2010

Total other income/(expense) was an expense of \$1.2 million for the three months ended September 30, 2011, and consisted primarily of approximately \$1.2 million of net realized and unrealized losses from investments and \$0.1 million in each of other expense and adjustments to our liability to our selling and converting shareholders, offset by approximately \$0.1 million in interest and dividend income. As discussed further below under "Tax Receivable Agreement," the liability to selling and converting shareholders represents 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax that we realize as a result of the amortization of the increases in tax basis generated from our purchase of operating company units from our selling shareholders. Amounts waived by our selling shareholders, if any, reduce this liability. Total other income/(expense) was an expense of \$1.1 million for the three months ended September 30, 2010, and consisted primarily of \$1.7 million in expenses related to adjustments to our liability to our selling and converting shareholders, offset by \$0.5 million of net realized and unrealized gains from investments and \$0.1 million in interest and dividend income. The fluctuation in net realized and unrealized gains/(losses) from investments was primarily a result of negative performance in our investment partnerships and mutual funds for the three months ended September 30, 2011, compared to positive performance in our investment partnerships and mutual funds for the three months ended September 30, 2010.

Nine Months Ended September 30, 2011 versus September 30, 2010

Total other income/(expense) was an expense of \$3.0 million for the nine months ended September 30, 2011, and consisted primarily of \$2.3 million related to adjustments to our liability to our selling and converting shareholders, \$0.7 million of net realized and unrealized losses from investments, and \$0.2 million in other expense, offset by approximately \$0.2 million in interest and dividend income. Total other income/(expense) was an expense of \$1.4 million for the nine months ended September 30, 2010, and consisted primarily of approximately \$1.6 million in expenses related to adjustments to our liability to our selling and converting shareholders and \$0.2 million in interest expense, offset by approximately \$0.3 million in interest and dividend income, \$0.1 million in net realized and unrealized gains from investments, and \$0.1 million in other income. The fluctuation in net realized and unrealized gains/(losses) from investments was primarily a result of negative performance in our investment partnerships and mutual funds for the nine months ended September 30, 2011, compared to positive performance in our investment partnerships and mutual funds for the nine months ended September 30, 2010. The decrease in interest expense for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010 is a result of the full repayment of the outstanding principal amount of our senior subordinated notes during the nine months ended September 30, 2010.



Income Tax Expense/(Benefit)

Our results for the three months ended September 30, 2011 and 2010 included adjustments related to our tax receivable agreement and the associated liability to selling and converting shareholders. Our effective corporate tax rate, exclusive of adjustments related to our tax receivable agreement and the associated liability to selling and converting shareholders, was 42.9% for each of the three and nine months ended September 30, 2011 and 42.7% for each of the three and nine months ended September 30, 2010.

Non-GAAP income before corporate income taxes used to calculate our non-GAAP effective corporate tax rate for the three and nine months ended September 30, 2011 and 2010 are as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
	(in thousands)			
Income Before Income Taxes	\$ 9,094	\$ 8,177	\$ 30,758	\$ 27,681
Change in Liability to Selling and Converting Shareholders	50	1,725	2,307	1,633
Unincorporated Business Taxes	(596 )	(546 )	(2,062 )	(1,783 )
Net Income Attributable to Non-Controlling Interests	(7,097 )	(8,033 )	(26,178 )	(23,632 )
Non-GAAP Income Before Corporate Taxes	\$ 1,451	\$ 1,323	\$ 4,825	\$ 3,899

Our non-GAAP effective corporate tax rate, which is exclusive of adjustments related to our tax receivable agreement and the associated liability to selling and converting shareholders for the three months ended September 30, 2011 and 2010, was determined as follows:

	For the Three Months Ended September 30,			
	2011		2010	
	Tax (in thousands)	% of Non-GAAP Pre-tax Income	Tax (in thousands)	% of Non-GAAP Pre-tax Income
Federal Rate Applied to Non-GAAP Pre-tax Income	\$ 493	34.0 %	\$ 450	34.0 %
State and Local Taxes, Net of Federal Benefit	129	8.9 %	115	8.7 %
Non-GAAP Effective Tax Rate	\$ 622	42.9 %	\$ 565	42.7 %

Our non-GAAP effective corporate tax rate for the nine months ended September 30, 2011 and 2010, was determined as follows:

For the Nine Months Ended September 30,



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	2011			2010		
	Tax (in thousands)	% of Non-GAAP Pre-tax Income		Tax (in thousands)	% of Non-GAAP Pre-tax Income	
Federal Rate Applied to Non-GAAP Pre-tax Income	\$ 1,641	34.0	%	\$ 1,326	34.0	%
State and Local Taxes, Net of Federal Benefit	427	8.9	%	337	8.7	%
Non-GAAP Effective Tax Rate	\$ 2,068	42.9	%	\$ 1,663	42.7	%

Three Months Ended September 30, 2011 versus September 30, 2010

We recognized a \$1.5 million income tax expense for the three months ended September 30, 2011, and a \$1.1 million income tax benefit for the three months ended September 30, 2010. The income tax expense for the three months ended September 30, 2011 included \$0.3 million in expense associated with adjustments to the valuation allowance recorded against our deferred tax asset related to our initial public offering and subsequent unit exchanges. The income tax benefit for the three months ended September 30, 2010 included \$2.2 million of benefit associated with such adjustments. Exclusive of these adjustments, the remaining income tax expense for the three months ended September 30, 2011 was attributable to \$0.6 million in both operating company unincorporated business taxes and corporate income taxes. For the three months ended September 30, 2010, the remaining income tax expense was attributable to \$0.6 million of corporate income taxes and \$0.5 million for operating company unincorporated business taxes. The increase in these taxes is attributable primarily to an increase in taxable income. As noted above, the non-GAAP effective tax rate increased slightly, to 42.9% for the three months ended September 30, 2011 from 42.7% for the three months ended September 30, 2010. A comparison of the GAAP effective tax rate for the three months ended September 30, 2011 and 2010 is not meaningful due to the valuation allowance adjustments.

Nine Months Ended September 30, 2011 versus September 30, 2010

For the nine months ended September 30, 2011 and 2010, we recognized an income tax expense of \$1.6 million and \$1.4 million, respectively. The income tax expense for the nine months ended September 30, 2011 and 2010 included benefits associated with adjustments to the valuation allowance recorded against our deferred tax asset related to our initial public offering and subsequent units exchanges of \$2.6 million and \$2.1 million, respectively. Exclusive of these adjustments, the remaining income tax expense for the nine months ended September 30, 2011 was attributable to \$2.1 million in both operating company unincorporated business taxes and corporate income taxes. For the nine months ended September 30, 2010, the remaining income tax expense was attributable to \$1.8 million for operating company unincorporated business taxes and \$1.7 million of corporate income taxes. The increase in these taxes is attributable primarily to an increase in taxable income. As noted above, the non-GAAP effective tax rate increased slightly, to 42.9% for the nine months ended September 30, 2011 from 42.7% for the nine months ended September 30, 2010. A comparison of the GAAP effective tax rate for the nine months ended September 30, 2011 and 2010 is not meaningful due to the valuation allowance adjustments.

Non-Controlling Interests

Three Months Ended September 30, 2011 versus September 30, 2010

Net income attributable to non-controlling interests was \$7.1 million and \$8.0 million for the three months ended September 30, 2011 and 2010, respectively. For the three months ended September 30, 2011, non-controlling interests consisted of \$7.8 million of our employees' and outside investors' interest in the income of the operating company, offset by \$0.7 million in losses incurred by the outside investors in the Company's consolidated investment partnerships. For the three months ended September 30, 2010, non-controlling interests consisted of income of \$7.7 million of our employees' and outside investors' interest in the income of the operating company, and \$0.3 million associated with outside investors' interest in the income of our consolidated investment partnerships. The decrease in net income attributable to non-controlling interests is primarily attributable to the negative performance in our consolidated investment partnerships for the three months ended September 30, 2011 compared to positive performance in our consolidated investment partnerships for the three months ended September 30, 2010. This decrease was slightly offset by an increase in our weighted average AUM, which had a corresponding positive impact on operating company revenues and income.

Nine Months Ended September 30, 2011 versus September 30, 2010

Net income attributable to non-controlling interests was \$26.2 million and \$23.6 million for the nine months ended September 30, 2011 and 2010, respectively. For the nine months ended September 30, 2011, non-controlling interests consisted of \$26.8 million of our employees' and outside investors' interest in the income of the operating company, offset by \$0.7 million in losses incurred by the outside investors in the Company's consolidated investment partnerships. For the nine months ended September 30, 2010, non-controlling interests consisted of \$23.5 million of our employees' and outside investors' interest in the income of the operating company, and \$0.1 million associated with outside investors' interest in the income of our consolidated investment partnerships. The increase in net income attributable to non-controlling interests reflects primarily the increase in our weighted average AUM, which had a corresponding positive impact on operating company revenues and income. This increase was offset by a decrease attributable to negative performance in our consolidated investment partnerships for the nine months ended September 30, 2011 compared to positive performance in our consolidated investment partnerships for the nine months ended September 30, 2010.

## Liquidity and Capital Resources

Historically, the working capital needs of our business have primarily been met through the cash generated by our operations. Distributions to members of our operating company and loan amortization payments have been our largest use of cash from financing activities. Investing activities have historically been investments in our own investment strategies and, to a lesser extent, capital expenditures.

As of September 30, 2011, our cash and cash equivalents was \$36.9 million, inclusive of \$2.4 million in cash held by our consolidated investment partnerships. Advisory fees receivable was \$15.3 million. We also had approximately \$2.8 million in investments set aside to satisfy our obligations under our deferred compensation program.

We expect to fund the liquidity needs of our business in the next twelve months, and over the long-term, primarily through cash generated from operations. As an investment management firm, our business has been materially affected by conditions in the global financial markets and economic conditions throughout the world. Our liquidity is highly dependent on the revenue and income from our operations, which is directly related to our levels of AUM. For the three months ended September 30, 2011, our weighted average AUM and revenues increased by 5.1% and 8.1%, respectively, compared to our weighted average AUM and revenues for the three months ended September 30, 2010. For the nine months ended September 30, 2011, our weighted average AUM and revenues increased by 9.2% and 12.5%, respectively, compared to our weighted average AUM and revenues for the nine months ended September 30, 2010.

In determining the sufficiency of liquidity and capital resources to fund our business, we regularly monitor our liquidity position, including, among other things, cash, working capital, investments, long-term liabilities, lease commitments, debt obligations, and operating company distributions. Compensation is our largest expense. To the extent we deem necessary and appropriate to run our business, recognizing the need to retain our key personnel, we have the ability to change the absolute levels of our compensation packages, as well as change the mix of their cash and non-cash components. Historically, the Company has not tied its levels of compensation directly to revenue, as many Wall Street firms do. Correspondingly, there is not a linear relationship between the Company's compensation and the revenues it generates. This generally has the effect of increasing operating margins in periods of increased revenues, but can reduce operating margins when revenue declines.

We continuously evaluate our staffing requirements and compensation levels with reference to our own liquidity position and external peer benchmarking data. The result of this review directly influences management's recommendations to our Board of Directors with respect to such staffing and compensation levels.

We anticipate that tax allocations to the members of our operating company, which consisted of 31 of our employees, certain unaffiliated persons and former employees, and us, will continue to be a material financing activity. Cash distributions to operating company members for tax allocations would increase should the taxable income of the operating company increase.

We currently do not have any long-term debt. Although we are comfortable with our current capital structure, in the current economic environment, it is uncertain whether sources of debt or equity financing would be available on acceptable terms, if required.

We do not anticipate meaningful outlays for internal investment or capital expenditures over the next twelve months.

We believe that our lack of long-term debt, and ability to vary cash compensation levels, have provided us with an appropriate degree of flexibility in providing for our liquidity needs.

## Dividend Policy

We are a holding company and have no material assets other than our ownership of membership interests in our operating company. As a result, we depend upon distributions from our operating company to pay any dividends that our Board of Directors may declare to be paid to our Class A common stockholders. When, and if, our Board of Directors declares any such dividends, we then cause our operating company to make distributions to us in an amount sufficient to cover the dividends declared. Our dividend policy has certain risks and limitations, particularly with respect to liquidity. We may not pay dividends to our Class A common shareholders in amounts that have been paid to them in the past, or at all, if, among other things, we do not have the cash necessary to pay our intended dividends. To the extent we do not have cash on hand sufficient to pay dividends in the future, we may decide not to pay dividends. By paying cash dividends rather than investing that cash in our future growth, we risk slowing the pace of our growth, or not having a sufficient amount of cash to fund our operations or unanticipated capital expenditures, should the need arise.

Our ability to pay dividends is subject to Board discretion and may be limited by our holding company structure and applicable provisions of Delaware law.

## Tax Receivable Agreement

Our purchase of membership units of our operating company concurrent with our initial public offering, and the subsequent and future exchanges by holders of Class B units of our operating company for shares of our Class A common stock (pursuant to the exchange rights provided for in the operating company's operating agreement), has resulted in, and is expected to continue to result in, increases in our share of the tax basis of the tangible and intangible assets of our operating company at the time of our acquisition and these subsequent and future exchanges, which will increase the tax depreciation and amortization deductions that otherwise would not have been available to us. These increases in tax basis and tax depreciation and amortization deductions have reduced, and are expected to continue to reduce, the amount of tax that we would otherwise be required to pay in the future. We have entered into a tax receivable agreement with the current members of our operating company, the one member of our operating company immediately prior to our initial public offering who sold all of its membership units to us in connection with our initial public offering, and any future holders of Class B units, that requires us to pay them 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax that we actually realize (or are deemed to realize in the case of an early termination payment by us, or a change in control, as described in the tax receivable agreement) as a result of the increases in tax basis described above and certain other tax benefits related to entering into the tax receivable agreement, including tax benefits attributable to payments under the tax receivable agreement.

## Cash Flows

Operating activities provided \$18.5 million and \$12.0 million in cash flows for the three months ended September 30, 2011 and 2010, respectively. The increase in cash flows from operating activities for the three months ended September 30, 2011 compared to the three months ended September 30, 2010 was driven primarily by changes in working capital, in addition to a slight increase in net income, exclusive of the adjustments related to our tax receivable agreement and the associated liability to selling and converting shareholders.

Operating activities provided \$44.5 million and \$39.5 million in cash flows for the nine months ended September 30, 2011 and 2010, respectively. The increase in cash flows from operating activities for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010 was driven primarily by an increase in net income, exclusive of the adjustments related to our tax receivable agreement and the associated liability to selling and converting shareholders.

Investing activities consist primarily of capital expenditures, mutual fund contributions to our deferred compensation program and redemptions associated with our deferred compensation program, and activities with related parties. Investing activities used less than \$0.1 million and approximately \$2.1 million for the three months ended September 30, 2011 and 2010, respectively. This change was primarily due to \$2.1 million in mutual fund contributions to our deferred compensation program during the three months ended September 30, 2010 that was not replicated in the three months ended September 30, 2011. Investing activities used \$0.7 million and \$2.0 million for the nine months ended September 30, 2011 and 2010, respectively. This change was primarily due to decreases in transfers and net contributions to mutual fund investments associated with our deferred compensation program.

Financing activities consist primarily of borrowing arrangements and contributions from, and distributions to, non-controlling interests, which represent tax allocations and dividend equivalents paid to the members of the operating company, as well as withdrawals made by the Company's consolidated investment partnerships. Financing activities used \$6.8 million and \$6.6 million for the three months ended September 30, 2011 and 2010, respectively. The increase in cash used in financing activities for the three months ended September 30, 2011 compared to the three months ended September 30, 2010 was primarily due to an increase of \$0.4 million in distributions to non-controlling interests, offset by an increase of \$0.2 million in contributions from non-controlling interests.

Financing activities used \$23.3 million and \$26.5 million for the nine months ended September 30, 2011 and 2010, respectively. The decrease in cash used in financing activities for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010 was primarily due to the \$10.0 million repayment of our senior subordinated notes in 2010 that was not replicated in 2011. This decrease was partially offset a by a \$3.8 million decrease in contributions from non-controlling interests, a \$2.7 million increase in distributions to non-controlling interests, and an increase in dividends paid of \$0.3 million.

## Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements in accordance with U.S. generally accepted accounting principles (GAAP), requires management to make estimates and judgments that affect our reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under current circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily available from other sources. We evaluate our estimates on an ongoing basis. Actual results may differ from these estimates under different assumptions or conditions.

Accounting policies are an integral part of our financial statements. A thorough understanding of these accounting policies is essential when reviewing our reported results of operations and our financial condition. Management believes that the critical accounting policies discussed below involve additional management judgment due to the sensitivity of the methods and assumptions used.

### Consolidation

Our policy is to consolidate all majority-owned subsidiaries in which we have a controlling financial interest and variable-interest entities of which we are deemed to be the primary beneficiary. We also consolidate non-variable-interest entities which we control as the general partner or managing member. We assess our consolidation practices regularly, as circumstances dictate. All significant inter-company transactions and balances have been eliminated.

Investments in private investment partnerships in which we have a minority interest and exercise significant influence are accounted for using the equity method. Such investments, if any, are reflected on the consolidated statements of financial condition as investments in affiliates and are recorded at the amount of capital reported by the respective private investment partnerships. Such capital accounts reflect the contributions paid to, distributions received from, and the equity earnings of, the private investment partnerships. The earnings of these private investment partnerships are included in equity in earnings of affiliates in the consolidated statements of operations.

### Income Taxes

We are a "C" corporation under the Internal Revenue Code, and thus liable for federal, state and local taxes on the income derived from our economic interest in our operating company. The operating company is a limited liability company that has elected to be treated as a partnership for tax purposes. Our operating company has not made a provision for federal or state income taxes because it is the responsibility of each of the operating company's members (including us) to separately report their proportionate share of the operating company's taxable income or loss. Similarly, the income of our consolidated investment partnerships is not subject to income taxes, as such income is allocated to each partnership's individual partners. The operating company has made a provision for New York City Unincorporated Business Tax (UBT).

We recognize deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, net operating loss carryforwards and tax credits. A valuation allowance is maintained for deferred tax assets that we estimate are more likely than not to be unrealizable based on available evidence at the time the estimate is made. Determining the valuation allowance requires management to make significant judgments and assumptions. In determining the valuation allowance, we use historical and forecasted future operating results, based upon approved business plans, including a review of the eligible carryforward periods, tax planning opportunities and other relevant considerations. Each quarter, we re-evaluate our estimate related to the valuation allowance, including our assumptions about future taxable income.



We believe that the accounting estimate related to the \$60.3 million valuation allowance, recorded against the deferred tax asset associated with our acquisition of operating company membership units, is a critical accounting estimate because the underlying assumptions can change from period to period. For example, tax law changes, or variances in future projected operating performance, could result in a change in the valuation allowance. If we were not able to realize all or part of our net deferred tax assets in the future, an adjustment to our deferred tax asset valuation allowance would be charged to income tax expense in the period such determination was made.

Management judgment is required in determining our provision for income taxes, evaluating our tax positions and establishing deferred tax assets and liabilities. The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations. If our estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to earnings would result.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk.

#### Market Risk

Our exposure to market risk is directly related to our role as investment adviser for the institutional separate accounts we manage and the retail clients for which we act as sub-investment adviser. As noted in Item 1A, "Risk Factors," of our 2010 Form 10-K filed with the SEC on March 15, 2011, we experienced declines in AUM from the quarter ended September 30, 2007, through the quarter ended March 31, 2009, largely due to the volatility and disruption in the capital and credit markets. We similarly have recently experienced a decline in our AUM from March 31, 2011, when AUM was \$16.3 billion, through September 30, 2011, when AUM was \$12.2 billion. During this period, we experienced declines in revenue and profitability, and there can be no assurance that there will not be declines in our AUM, revenue and profitability in the future. During periods of declining AUM and revenue, such as we experienced from the quarter ended September 30, 2007 through the quarter ended March 31, 2009, and from the quarter ended March 31, 2011 through the quarter ended September 30, 2011, there can be no assurance we will be able to reduce our expenses at a commensurate rate, potentially leading to profitability declines. Additionally, given the nature of our business, there is a minimum expense base necessary to retain our employees and maintain our operations, and it may be difficult to reduce expenses beyond certain levels. An economic downturn, and volatility in the global financial markets, could also significantly affect the estimates, judgments, and assumptions used in the valuation of our financial instruments.

Our revenue for the three and nine months ended September 30, 2011 and 2010 was generally derived from advisory fees, which are typically based on the market value of our AUM, which can be affected by adverse changes in interest rates, foreign currency exchange and equity prices. Accordingly, a decline in the prices of securities would cause our revenue and income to decline, due to a decrease in the value of the assets we manage. In addition, such a decline could cause our clients to withdraw their funds in favor of investments offering higher returns or lower risk, which would cause our revenue and income to decline further.

We are also subject to market risk due to a decline in the value of the holdings of our consolidated subsidiaries, which consist primarily of marketable securities and investments in mutual funds. At September 30, 2011, the fair value of these assets was \$5.3 million. Assuming a 10% increase or decrease, the fair value would have increased or decreased by \$0.5 million at September 30, 2011.

#### Interest Rate Risk

Since the Company does not have any debt that bears interest at a variable rate, it does not have any direct exposure to interest rate risk at September 30, 2011.

### Item 4. Controls and Procedures.

During the course of their review of our consolidated financial statements as of September 30, 2011, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2011, our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There have not been any changes in our internal control over financial reporting during the three and nine months ended September 30, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings.

In the normal course of business, we may be subject to various legal and administrative proceedings.

Currently, there are no material legal proceedings pending against us.

### Item 1A. Risk Factors.

There are no material changes from the risk factors set forth in Part 1, Item 1A of the Company's 2010 Annual Report on Form 10-K.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

### Item 3. Defaults Upon Senior Securities.

None.

### Item 4. (Removed and Reserved).

### Item 5. Other Information.

None.

### Item 6. Exhibits.

Exhibit	Description of Exhibit
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a)/15(d)-14(a)
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a)/15(d)-14(a)
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	Materials from the Pzena Investment Management, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Statements of Financial Condition, (ii) Consolidated Statements of Operations, (iii) Consolidated Statement of Changes in Equity, (iv) Consolidated Statements of Cash Flows, and (vi) related Unaudited Notes to the Consolidated Financial Statements.

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 thereunto duly authorized.

Dated: November 2, 2011

PZENA INVESTMENT MANAGEMENT, INC.

By: /s/ RICHARD S. PZENA  
Name: Richard S. Pzena  
Title: Chief Executive Officer

By: /s/ GREGORY S. MARTIN  
Name: Gregory S. Martin  
Title: Chief Financial Officer  
(Principal Financial and Accounting  
Officer)