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Pzena Investment Management, Inc.
Form 8-K
May 27, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported): May 24, 2016

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

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

| | |
|--|----------|
| 320 Park Avenue, 8th Floor, New York, New York | 10022 |
| (Address of Principal Executive Offices) | Zip Code |

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

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

Check the
appropriate box
below if the Form
8-K filing is
intended to
simultaneously
satisfy the filing
obligation of the

registrant under any
of the following
provisions:

- o Written communications pursuant to Rule 425 under the Securities Act.
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.
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ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Annual Meeting of Stockholders of Pzena Investment Management, Inc. was held in New York, New York on May 24, 2016. At that meeting, the stockholders considered and acted upon the following proposals:

Proposal 1: Election of Directors. By the vote reflected below, the stockholders elected the following individuals as directors to hold office until the 2017 Annual Meeting of Stockholders of the Company:

| Director | Class A Shares "For" | Class B Shares "For" | Class A Shares "Withheld" | Class B Shares "Withheld" |
|-----------------------|----------------------------|----------------------------|---------------------------------|---------------------------------|
| Richard S. Pzena | 8,786,425 | 235,316,695 | 206,930 | 0 |
| John P. Goetz | 8,518,366 | 235,316,695 | 474,989 | 0 |
| William L. Lipsey | 8,513,366 | 235,316,695 | 479,989 | 0 |
| Steven M. Galbraith | 8,292,556 | 235,316,695 | 700,799 | 0 |
| Joel M. Greenblatt | 8,258,150 | 235,316,695 | 735,205 | 0 |
| Richard P. Meyerowich | 8,294,407 | 235,316,695 | 698,948 | 0 |
| Charles D. Johnston | 8,292,352 | 235,316,695 | 701,003 | 0 |

Proposal 2: Ratification of Independent Auditors. The stockholders voted to ratify the appointment of KPMG LLP as independent auditors for the Company for its fiscal year ending December 31, 2016. Voting was as follows:

| | FOR | AGAINST | ABSTAIN |
|----------------------|-------------|---------|---------|
| Class A common stock | 12,143,689 | 3,987 | 53,365 |
| Class B common stock | 235,316,695 | 0 | 0 |

SIGNATURES

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

Pzena Investment
Management, Inc.

Dated: May 27, 2016 By: /s/Joan Berger
Name: Joan Berger
Title: General Counsel