

Goetz John Paul
 Form 4
 January 03, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Goetz John Paul

2. Issuer Name and Ticker or Trading Symbol
 Pzena Investment Management, Inc.
 [PZN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O PZENA INVESTMENT MANAGEMENT, INC., 320 PARK AVENUE, 8TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & Co-CIO

(Street)
 NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B common stock, par value \$0.000001 (1)	12/19/2018		G(2)	100,000 D	\$ 0 4,711,170	I	Pzena Investment Management, LP (3)
Class B common stock, par value	12/31/2018		A(4)	51,363 A	\$ 0 (4) 4,762,533	I	Pzena Investment Management, LP (3)

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\$0.000001

(1)

Class B
common
stock, par
value
\$0.000001

01/01/2019

A

83,752
(12)

A

\$ 0 4,846,285
(5)

I

Pzena
Investment
Management,
LP (3)

(1)

Class B
common
stock, par
value
\$0.000001

708,970

I

By trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Class B Units <u>(6)</u>	<u>(6)</u>	12/19/2018		G <u>(2)</u>	100,000	<u>(2)</u> <u>(2)</u>	Class A common stock, par value \$0.01 100,000
Class B Units <u>(6)</u>	<u>(6)</u>	12/31/2018		A	51,363 <u>(4)</u> <u>(7)</u>	<u>(4)</u> <u>(4)</u>	Class A common stock, par value \$0.01 51,363
Phantom Class B Units <u>(8)</u> <u>(9)</u>	<u>(8)</u> <u>(9)</u>	12/31/2018		D	51,363 <u>(4)</u>	<u>(4)</u> <u>(4)</u>	Class B Units <u>(8)</u> 51,363
Phantom Class B Units <u>(9)</u>	<u>(9)</u> <u>(10)</u>	12/31/2018		A	60,301	<u>(9)</u> <u>(10)</u> <u>(9)</u> <u>(10)</u>	Class B Units 60,301

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Represents units of the Operating Company that were reclassified as "Class B Units" of the Operating Company on a one-for-one basis in connection with the amendment and restatement of the Operating Company's operating agreement as of October 30, 2007 (as amended from time to time, the "Amended Pzena LLC Agreement"), among the Issuer, as the Managing Member of the Operating Company and the holder of certain units of the Operating Company, and the holders of such reclassified units of the Operating Company. Pursuant to the Amended Pzena LLC Agreement, each Class B Unit is exchangeable for a share of Class A common stock of the Issuer subject to the timing and volume limitations set forth in the Amended Pzena LLC Agreement

These Delayed Exchange Class B units have the right to receive dividend payments, however, they are not eligible for exchange pursuant to the Exchange Rights of Class B Members (Exhibit B to the Amended Pzena LLC Agreement) until seven years after the vesting date, at which time they will be 100% exchangeable for shares of the Issuer's Class A common stock (subject to the timing set forth in the Exchange Rights Agreement). These Class B units do not carry any rights associated with the Issuer and Operating Company's Tax Receivable Agreement.

- (7)
- (8) Originally issued in connection with the Reporting Person's mandatory deferral of his 2016 and 2017 Restricted Amount pursuant to Section 5 of the Bonus Plan. On December 31, 2018, the following vested: 21,174 Delayed Exchange Class B Units associated with the Reporting Person's 2016 deferred compensation and 30,189 Delayed Exchange Class B Units associated with the Reporting Person's 2017 deferred compensation. The balance of the Reporting Person's mandatory deferral of his 2016 and 2017 Restricted Amount is 132,915 Phantom Delayed Exchange Class B units.

These Phantom Class B units vest, and become Delayed Exchange Class B Units of the Operating Company, in four equal annual installments and are subject to the terms and conditions set forth in the Bonus Plan. When these Delayed Exchange Class B units vest they will have the right to receive dividend payments, however, they are not eligible for exchange pursuant to the Exchange Rights of Class B Members (Exhibit B to the Amended Pzena LLC Agreement) until seven years after the applicable vesting date, at which time they will be 100% exchangeable for shares of the Issuer's Class A common stock (subject to the timing set forth in the Exchange Rights Agreement). These Class B units do not carry any rights associated with the Issuer and Operating Company's Tax Receivable Agreement.

- (9)
- (10) Issued in connection with the Reporting Person's mandatory deferral of his 2018 Restricted Amount pursuant to Section 5 of the Bonus Plan.

This number includes Class B units issued in connection with the Reporting Person's mandatory deferral of his 2016, 2017 and 2018 Restricted Amount pursuant to Section 5 of the Pzena Investment Management, LLC Amended and Restated Bonus, as amended (the "Bonus Plan").

- (11)
- (12) On January 1, 2019, the Reporting Person was granted 83,752 Delayed Exchange Class B Units of the Operating Company and an equivalent number of share of Class B common stock, par value \$0.000001 per share. These Class B units vest immediately upon the date of grant and have the right to receive dividend payments, however, they are not eligible for exchange pursuant to the Exchange Rights of Class B Members (Exhibit B to the Amended Pzena LLC Agreement) until seven years after the grant date, at which time they will be 100% exchangeable for shares of the Issuer's Class A common stock (subject to the timing set forth in the Exchange Rights Agreement). These Class B units do not carry any rights associated with the Issuer and Operating Company's Tax Receivable Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.