

- ☐ Written communications pursuant to Rule 425 under the Securities Act.
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Pzena Investment Management, Inc. was held in New York, New York on May 17, 2011. 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 2012 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 | 5,341,681 | 235,501,505 | 1,397,211 | 0 |
| John P. Goetz | 5,297,174 | 235,501,505 | 1,441,718 | 0 |
| William L. Lipsey | 5,297,379 | 235,501,505 | 1,441,513 | 0 |
| Steven M. Galbraith | 6,574,057 | 235,501,505 | 164,835 | 0 |
| Joel M. Greenblatt | 5,946,409 | 235,501,505 | 792,483 | 0 |
| Richard P. Meyerowich | 6,573,927 | 235,501,505 | 164,955 | 0 |
| Ronald W. Tysoe | 6,244,510 | 235,501,505 | 494,382 | 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, 2011. Voting was as follows:

| | FOR | AGAINST | ABSTAIN |
|-----------------------------|-------------|----------------|----------------|
| Class A common stock | 7,908,409 | 2,816 | 46,362 |
| Class B common stock | 235,501,505 | 0 | 0 |

Proposal 3: Advisory Vote Approving Executive Compensation. By the vote reflected below, the stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers, including the Compensation Discussion and Analysis section, the accompanying compensation tables, and the related narrative disclosure as set forth in the Company’s 2011 Proxy Statement:

| | FOR | AGAINST | ABSTAIN |
|-----------------------------|-------------|----------------|----------------|
| Class A common stock | 6,643,523 | 29,431 | 65,937 |
| Class B common stock | 235,501,505 | 0 | 0 |

Proposal 4: Advisory Vote on the Frequency of the Advisory Vote Approving Executive Compensation. The stockholders voted, on an advisory basis, for the option of once every three years as the frequency with which stockholders will have an advisory, non-binding vote on executive compensation. Voting was as follows:

| | 1 YEAR | 2 YEARS | 3 YEARS | ABSTAIN |
|-----------------------------|---------------|----------------|----------------|----------------|
| Class A common stock | 3,911,100 | 106,040 | 2,638,787 | 82,964 |
| Class B common stock | 7,533,880 | 7,363,470 | 219,654,810 | 949,345 |

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.

Dated: May 19, 2011

PZENA INVESTMENT MANAGEMENT, INC.

By: /s/ Gregory S. Martin

Name: Gregory S. Martin
Title: Chief Financial Officer