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): October 25, 2011 (September 30, 2011)

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

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

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

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of
the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act.
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.
ITEM 2.02 RESULTS OF OPERATION AND FINANCIAL CONDITION.


ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

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: October 25, 2011

By:/s/ Gregory S. Martin

Name: Gregory S. Martin
Title: Chief Financial Officer
<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Document</th>
</tr>
</thead>
</table>