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## Section 1: 8-K (8-K)

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): December 7, 2016

PZENA INVESTMENT MANAGEMENT, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of  
Incorporation)

001-33761

(Commission File Number)

20-8999751

(IRS Employer Identification Number)

320 Park Avenue, New York, New York

(Address of Principal Executive Offices)

10022

Zip Code

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

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(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 8.01 OTHER EVENTS.

On December 7, 2016, Pzena Investment Management, Inc. issued a press release in which it reported its preliminary assets under management as of November 30, 2016. A copy of the press release is attached to this Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

99.1 Press release, dated December 7, 2016, of Pzena Investment Management, Inc.

**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: December 7, 2016

By: /s/Jessica R. Doran  
Name: Jessica R. Doran  
Title: Chief Financial Officer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
99.1	Press release, dated December 7, 2016, of Pzena Investment Management, Inc. reporting preliminary assets under management as of November 30, 2016.

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## Section 2: EX-99.1 (EXHIBIT 99.1)



### PZEN A INVESTMENT MANAGEMENT, INC. ANNOUNCES NOVEMBER 30, 2016 ASSETS UNDER MANAGEMENT

New York, NY, December 7, 2016: Pzena Investment Management, Inc. (NYSE: PZN) today reported its preliminary assets under management as of November 30, 2016.

AUM for month-end November 2016, month-end October 2016, and month-end November 2015 are listed below:

#### Pzena Investment Management, Inc. Assets Under Management<sup>1</sup> (\$ billions)

<u>Account Type</u>	<u>As of</u> <u>November 30, 2016</u>	<u>As of</u> <u>October 31, 2016</u>	<u>As of</u> <u>November 30, 2015</u>
Institutional Accounts	\$ 16.5	\$ 15.6	\$ 15.6
Retail Accounts	12.8	11.6	11.3
Total	<u>\$ 29.3</u>	<u>\$ 27.2</u>	<u>\$ 26.9</u>
<u>Investment Strategy<sup>2</sup></u>			
U.S. Value Strategies			
Large Cap Value	\$ 9.5	\$ 8.9	\$ 10.4
Mid Cap Value	2.5	2.2	1.7
Value	2.0	1.7	1.6
Small Cap Value	1.4	1.3	1.3
Other U.S. Strategies	0.1	0.1	0.1
Total U.S. Value Strategies	<u>15.5</u>	<u>14.2</u>	<u>15.1</u>
Global & Non-U.S. Value Strategies			
International Value	4.8	4.5	4.3
Global Value	4.5	4.2	4.5
Emerging Markets Value	2.6	2.6	1.8
European Value	1.7	1.6	1.1
Other Global & Non-U.S. Value Strategies	0.2	0.1	0.1
Total Global & Non-U.S. Value Strategies	<u>13.8</u>	<u>13.0</u>	<u>11.8</u>

Total	\$	29.3	\$	27.2	\$	26.9
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U.S.	\$	20.9	\$	19.3	\$	19.8
Non-U.S.		8.4		7.9		7.1
Total	\$	29.3	\$	27.2	\$	26.9

1 Numbers may be subject to rounding.

2 Inclusive of our Expanded Value, Focused Value and variations thereof.

## **About Pzena**

Pzena Investment Management, LLC, the firm's operating company, is a value-oriented investment management firm. Founded in 1995, Pzena Investment Management has built a diverse, global client base. More firm and stock information is posted at [www.pzena.com](http://www.pzena.com).

## **Forward-Looking Statements**

This press release may contain, in addition to historical information, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended. Forward-looking statements provide the Company's current views, expectations, or forecasts of future events and performance, and 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," "potential," "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.

Among the factors that could cause actual results to differ from those expressed or implied by a forward-looking statement are those described in the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K, as filed with the SEC on March 14, 2016 and in the Company's Quarterly Reports on Form 10-Q as filed with the SEC. In light of these risks, uncertainties, assumptions, and factors, actual results could differ materially from those expressed or implied in the forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date stated, or if no date is stated, as of the date of this release.

The Company is not under any obligation and does not intend to make publicly available any update or other revisions to any forward-looking statements to reflect circumstances existing after the date of this release or to reflect the occurrence of future events even if experience or future events make it clear that any expected results expressed or implied by those forward-looking statements will not be realized.

Contact: Gary Bachman, 212-355-1600 or [bachman@pzena.com](mailto:bachman@pzena.com).

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