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

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

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**FORM 8-K**

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

**Date of Report (Date of Earliest Event Reported): February 5, 2019**

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**PZENA INVESTMENT MANAGEMENT, INC.**

(Exact Name of Registrant as Specified in its Charter)

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<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-33761</b> (Commission File Number)	<b>20-8999751</b> (IRS Employer Identification Number)
<b>320 Park Avenue, New York, New York</b> (Address of Principal Executive Offices)		<b>10022</b> Zip Code

**Registrant's Telephone Number, Including Area Code: (212) 355-1600**  
(Former Name or Former Address, If Changed Since Last Report)

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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.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 8.01 OTHER EVENTS.

On February 5, 2019, Pzena Investment Management, Inc. issued a press release in which it reported its preliminary assets under management as of January 31, 2019. 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 February 5, 2019, of Pzena Investment Management, Inc.

EXHIBIT INDEX

**Exhibit No.**

**Document**

99.1

[Press release, dated February 5, 2019, of Pzena Investment Management, Inc. reporting preliminary assets under management as of January 31, 2019.](#)

## 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: February 5, 2019

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

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

EXHIBIT 99.1



### PZENA INVESTMENT MANAGEMENT, INC. ANNOUNCES JANUARY 31, 2019 ASSETS UNDER MANAGEMENT

New York, NY, February 5, 2019: Pzena Investment Management, Inc. (NYSE: PZN) today reported its preliminary assets under management as of January 31, 2019.

AUM for month-end January 2019, month-end December 2018, and month-end January 2018 are listed below:

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

<u>Account Type</u>	As of January 31, 2019	As of December 31, 2018 <sup>2</sup>	As of January 31, 2018
Separately Managed Accounts	\$ 13.7	\$ 12.6	\$ 15.7
Sub-Advised Accounts	20.6	18.8	22.9
Pzena Funds	2.3	2.0	1.9
<b>Total</b>	<b>\$ 36.6</b>	<b>\$ 33.4</b>	<b>\$ 40.5</b>
<u>Investment Strategy</u>			
<u>U.S. Value Strategies</u>			
Large Cap Value	\$ 9.9	\$ 9.0	\$ 11.6
Mid Cap Value	2.6	2.3	3.0
Value	1.9	1.8	2.3
Small Cap Value	1.4	1.2	1.5
Other U.S. Strategies	0.2	0.2	0.2
<b>Total U.S. Value Strategies</b>	<b>16.0</b>	<b>14.5</b>	<b>18.6</b>
<u>Global &amp; Non-U.S. Value Strategies</u>			
Global Value	6.6	6.0	7.1
International Value	6.1	5.7	6.6
Emerging Markets Value	4.3	4.0	4.7
European Value	3.3	2.9	3.4
Other Global & Non-U.S. Value Strategies	0.3	0.3	0.1

Total Global & Non-U.S. Value Strategies		20.6		18.9		21.9
Total	\$	<u>36.6</u>	\$	<u>33.4</u>	\$	<u>40.5</u>
<u>Account Domicile</u>						
U.S.	\$	24.7	\$	22.6	\$	26.8
Non-U.S.		11.9		10.8		13.7
Total	\$	<u>36.6</u>	\$	<u>33.4</u>	\$	<u>40.5</u>

<sup>1</sup> Numbers may be subject to rounding.

<sup>2</sup> Approximately \$0.2 billion in assets under management have been reclassified from Separately Managed Accounts to Sub-Advised Accounts from amounts reported in the Company's 8-K and press release filed on January 7, 2019.

## **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 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 9, 2018 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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