

**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): May 21, 2019**

**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**  
(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.

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 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 21, 2019. 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 2020 Annual Meeting of Stockholders of the Company:

<b>Director</b>	<b>Class A Shares “For”</b>	<b>Class B Shares “For”</b>	<b>Class A Shares “Withheld”</b>	<b>Class B Shares “Withheld”</b>
Richard S. Pzena	9,342,073	236,812,545	556,807	0
John P. Goetz	9,110,014	236,812,545	788,866	0
William L. Lipsey	9,110,014	236,812,545	788,866	0
Steven M. Galbraith	9,239,414	236,812,545	659,466	0
Joel M. Greenblatt	9,215,889	236,812,545	682,991	0
Richard P. Meyerowich	9,244,043	236,812,545	654,837	0
Charles D. Johnston	6,691,668	236,812,545	3,207,212	0

*Proposal 2: Ratification of Independent Auditors.* The stockholders voted to ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for the Company for its fiscal year ending December 31, 2019. Voting was as follows:

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>Class A common stock</b>	13,620,023	73,065	1,504
<b>Class B common stock</b>	236,812,545	—	—

**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: May 21, 2019

By: /s/ Joan Berger

Name: Joan Berger

Title: General Counsel