

- ☐ **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.**

On October 25, 2011, Pzena Investment Management, Inc. (the “Company”) issued a press release reporting its financial results for the third quarter of 2011. Copies of that press release and related attachments are furnished as Exhibit 99.1 to this Current Report.

**ITEM 9.01        FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

99.1        Press release, dated October 25, 2011, of Pzena Investment Management, Inc.

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## **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

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## EXHIBIT INDEX

**Exhibit No.**  
99.1

**Document**  
Press release, dated October 25, 2011, of Pzena Investment Management, Inc.