

Pzena Investment Management, Inc.  
Form 8-K  
November 02, 2012

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): November 2, 2012 (November 1, 2012)

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)

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

10036  
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.

ITEM 5.02 DEPARTURE OF DIRECTOR OR CERTAIN OFFICERS;  
ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN  
OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN  
OFFICERS.

(e) Amendment to Compensatory Arrangements of Certain Officers

Consistent with the philosophy and objectives of the Company's executive compensation program, as adopted by the Compensation Committee, and discussed in Item 11, "Compensation Discussion and Analysis," of the Company's 2011 Form 10-K filed with the Securities and Exchange Commission on March 14, 2012, on November 1, 2012 the Company entered into amended employment agreements with each of Messrs. Richard S. Pzena, Chairman, Chief Executive Officer and Co-Chief Investment Officer; John P. Goetz, President, Co-Chief Investment Officer; and William L. Lipsey, President, Marketing and Client Service (together "the Named Executive Officers"), in order to eliminate "guaranteed payments" to the Named Executive Officers.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.1 Amendment to Executive Employment Agreement for Richard S. Pzena, dated as of November 1, 2012, by and among Pzena Investment Management, Inc., Pzena Investment Management, LLC, and Richard S. Pzena.

99.2 Amendment to Executive Employment Agreement for John P. Goetz, dated as of November 1, 2012, by and among Pzena Investment Management, Inc., Pzena Investment Management, LLC, and John P. Goetz.

99.3 Amendment to Amended and Restated Executive Employment Agreement for William L. Lipsey, dated as of November 1, 2012, by and among Pzena Investment Management, Inc., Pzena Investment Management, LLC, and William L. Lipsey.

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.

Dated: November 2, 2012

PZENA INVESTMENT MANAGEMENT, INC.

By:/s/ Joan F. Berger  
Name:Joan F. Berger  
Title:General Counsel

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EXHIBIT INDEX

Exhibit No.	Document
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