

Pzena Richard Stanton
Form 5
January 03, 2018

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Pzena Richard Stanton

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Pzena Investment Management, Inc.
[PZN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO and Co-CIO

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

C/O PZENA INVESTMENT MANAGEMENT, INC., 320 PARK AVENUE, 8TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10022

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B common stock, par value \$0.000001 (1)	09/26/2017	^	G(2)	200,000 D \$ 0	17,635,228	I	Pzena Investment Management, LP (4)
	12/22/2017	^	G(2)	300,000 D \$ 0	17,335,228	I	

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Class B
common
stock, par
value
\$0.000001
(1)

Pzena
Investment
Management,
LP (4)

Class B
common
stock, par
value
\$0.000001
(1)

^

^

^

^

^

^

6,258,600

I

By trust

Class B
common
stock, par
value
\$0.000001
(1)

^

^

^

^

^

^

42,399

I

By spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Units <u>(3)</u>	^	09/26/2017	^	G ⁽²⁾	^	200,000	^ <u>(3)</u>	^ <u>(3)</u>	Class A common stock, par value \$0.01	200,000
Class B Units <u>(3)</u>	^	12/22/2017	^	G ⁽²⁾	^	300,000	^ <u>(3)</u>	^ <u>(3)</u>	Class A common stock, par value \$0.01	300,000
Class B Units <u>(3)</u>	^	^	^	^	^	^	^ <u>(3)</u>	^ <u>(3)</u>	Class A common stock,	6,258,600

