

Pzena Investment Management, Inc.

Form 8-K

March 10, 2009

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): March 10, 2009 (February 28, 2009)

PZENA INVESTMENT MANAGEMENT, INC.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|-------------------------------------|---|
| Delaware | 001-33761 | 20-8999751 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification Number) |

| | |
|--|---------------------|
| <u>120 West 45th Street, New York, New York</u> | <u>10036</u> |
| (Address of Principal Executive Offices) | 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 8.01. OTHER EVENTS.

On March 10, 2009, Pzena Investment Management, Inc. issued a press release in which it reported its preliminary assets under management as of February 28, 2009. 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 March 10, 2009, of Pzena Investment Management, Inc.

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: March 10, 2009

PZENA INVESTMENT MANAGEMENT,
INC.

By: /s/ Wayne A. Palladino
Name: Wayne A. Palladino
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit

No. **Document**

99.1 Press release, dated March 10, 2009, of Pzena Investment Management, Inc. reporting preliminary assets under management as of February 28, 2009.