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Pzena Investment Management, Inc.
Form 8-K
May 21, 2010

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, 2010 (May 19, 2010)

PZENA INVESTMENT MANAGEMENT, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	001-33761	20-8999751
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)
120 West 45th Street, New York, New York		10036
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(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 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 19, 2010. At that meeting, the stockholders considered and acted upon the following proposals:

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Proposal 1: Election of Directors. By the vote reflected below, the stockholders elected the following individuals as directors to hold office until the 2011 Annual Meeting of Stockholders of the Company:

Director	Class A Shares "For"	Class B Shares "For"	Class A Shares "Withheld"	Class B Shares "Withheld"
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Richard S. Pzena	5,276,682	47,577,348	118,765	0
Steven M. Galbraith	5,158,105	47,577,348	237,342	0
Joel M. Greenblatt	5,290,482	47,577,348	104,965	0
Richard P. Meyerowich	5,157,980	47,577,348	237,467	0
Ronald W. Tysoe	5,014,452	47,577,348	380,995	0

Proposal 2: Ratification of Independent Auditors. The stockholders voted to ratify the appointment of Ernst & Young LLP as independent auditors for the Company for its fiscal year ending December 31, 2010. Voting was as follows:

	FOR	AGAINST	ABSTAIN
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Class A common stock	6,898,365	3,113	2,023
Class B common stock	46,382,979	0	0

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: May 21, 2010

PZENA INVESTMENT MANAGEMENT, INC.

By: /s/ Gregory S. Martin
Name: Gregory S. Martin
Title: Chief Financial Officer