

Pzena Investment Management, Inc.  
Form 8-K  
February 16, 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): February 16, 2010 (December 31, 2009)**

**PZENA INVESTMENT MANAGEMENT, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

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

<b><u>120 West 45th Street, New York, New York</u></b>	<b><u>10036</u></b>
<b>(Address of Principal Executive Offices)</b>	<b>Zip Code</b>

**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.**

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**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.**

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**ITEM 2.02 RESULTS OF OPERATION AND FINANCIAL CONDITION.**

On February 16, 2010, Pzena Investment Management, Inc. (the “Company”) issued a press release reporting its financial results for the fourth quarter and full year 2009. 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 February 16, 2010, of Pzena Investment Management, Inc. relating to earnings.

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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.

Dated: February 16, 2010

PZENA INVESTMENT MANAGEMENT,  
INC.

By: /s/ Gregory S. Martin

Name: Gregory S. Martin

Title: Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit No.   Document**

99.1            Press release, dated February 16, 2010, of Pzena Investment Management, Inc. relating to earnings.