

Pzena Investment Management, Inc.

Form 8-K

May 12, 2008

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 12, 2008

PZENA INVESTMENT MANAGEMENT, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

001-33761

20-8999751

(State or Other Jurisdiction (Commission (IRS Employer

of Incorporation)

File Number) Identification Number)

120 West 45th Street, New York, New York

10036

(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 (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On May 12, 2008, Pzena Investment Management, Inc. issued a press release in which it reported its preliminary assets under management as of April 30, 2008. 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 May 12, 2008, 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: May 12, 2008

PZENA INVESTMENT MANAGEMENT,
INC.

By: /s/ Wayne A. Palladino

Name: Wayne A. Palladino

Title: Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit</u> | <u>Document</u> |
|-----------------------|------------------------|
| <u>No.</u> | |

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|------|---|
| 99.1 | Press release, dated May 12, 2008, of Pzena Investment Management, Inc. reporting preliminary assets under management as of April 30, 2008. |
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