

Pzena Richard Stanton  
 Form 5  
 January 03, 2018

# FORM 5

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

OMB APPROVAL

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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  
 (City) (State) (Zip)

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

**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 <u>(1)</u>										Pzena Investment Management, LP <u>(4)</u>
Class B common stock, par value \$0.000001 <u>(1)</u>	Â	Â	Â	Â	Â	Â	6,258,600	I		By trust
Class B common stock, par value \$0.000001 <u>(1)</u>	Â	Â	Â	Â	Â	Â	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.**

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**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>	Â	09/26/2017	Â	G <u>(2)</u>	Â	200,000	Â <u>(3)</u>	Â <u>(3)</u>	Class A common stock, par value \$0.01	200,000
Class B Units <u>(3)</u>	Â	12/22/2017	Â	G <u>(2)</u>	Â	300,000	Â <u>(3)</u>	Â <u>(3)</u>	Class A common stock, par value \$0.01	300,000
Class B Units <u>(3)</u>	Â	Â	Â	Â	Â	Â	Â <u>(3)</u>	Â <u>(3)</u>	Class A common stock,	6,258,600

