

ITEM 2.02 RESULTS OF OPERATION AND FINANCIAL CONDITION.

On February 8, 2012, Pzena Investment Management, Inc. (the "Company") issued a press release reporting its financial results for the fourth quarter and full year 2011. This press release supercedes the prior release dated February 7, 2012. Copies of the 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 8, 2012, 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.

PZENA INVESTMENT MANAGEMENT, INC.

Dated: February 8, 2012

By: /s/ Gregory S. Martin

Name: Gregory S. Martin

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

99.1

Document

Press release, dated February 8, 2012, of Pzena Investment Management, Inc.