



ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF PRINCIPAL OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN  
OFFICERS.

(b) Departure of Named Executive Officer

On June 5, 2014, Pzena Investment Management, Inc. (the "Company") announced that Antonio DeSpirito, III has submitted his notice of intent to resign as Executive Vice President of the Company, effective June 27, 2014.

## 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: June 5, 2014

By: /s/Joan Berger

Name: Joan Berger

Title: General Counsel