

Doran Jessica R
 Form 4
 January 03, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Doran Jessica R

2. Issuer Name and Ticker or Trading Symbol
 Pzena Investment Management, Inc.
 [PZN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

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 Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Title and Amount of Underlying Shares (Instr. 3 and 4)
Class B Units Options ⁽¹⁾	<u>(1)</u>	01/01/2018		A	100,000 ⁽²⁾	01/01/2023 01/01/2028	Class B Units	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Doran Jessica R C/O PZENA INVESTMENT MANAGEMENT, INC. 320 PARK AVENUE, 8TH FLOOR NEW YORK, NY 10022			Chief Financial Officer	

Signatures

Joan F. Berger, as attorney-in-fact for Jessica R. Doran 01/03/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On Jan. 1, 2018, Pzena Investment Management, LLC (the "Operating Company") granted the Reporting Person the right to acquire, beginning on Jan. 1, 2023, Delayed Exchange Class B Units of the Operating Company for \$7.04 per unit until Jan. 1, 2028, subject to
- (1) earlier expiration upon the occurrence of certain events. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer when the Operating Company issues a Class B Unit to a new or existing member of the Operating Company, the Issuer will concurrently issue one share of its Class B Shares to the holder of such Class B Unit in exchange for the par value thereof.
- Delayed Exchange Class B units will be issued upon exercise of the option and will have the right to receive dividend payments, however, they are not eligible for exchange pursuant to the Exchange Rights of Class B Members until seven years after the grant date, at
- (2) which time they will be 100% exchangeable for shares of the Issuer's Class A common stock (subject to the restructuring in the Exchange Rights Agreement). These Class B units do not carry any rights associated with the Issuer and Operating Company's Tax Receivable Agreement.
- This number includes (i) 3,000 options to acquire Class B units, which are exchangeable for shares of Class A common stock of the Issuer subject to the timing and volume limitations set forth in the amendment and restatement of the Operating Company's operating agreement as of October 30, 2007 (as amended from time to time, the "Amended Pzena LLC Agreement") and (ii) 100,000 options, which are not
- (3) exercisable until January 1, 2023, to acquire Delayed Exchange Class B units, which will not be eligible for exchange pursuant to the Exchange Rights of Class B Members until seven years after the grant date, at which time they will be 100% exchangeable for shares of the Issuer's Class A common stock and will not carry any rights associated with the Issuer and Operating Company's Tax Receivable Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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