

Edgar Filing: Pzena Investment Management, Inc. - Form 8-K

Pzena Investment Management, Inc.  
Form 8-K  
March 13, 2017

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): March 13, 2017 (March 10, 2017)

PZENA INVESTMENT MANAGEMENT, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware	001-33761	20-8999751
(State or Other	(Commission	(IRS
Jurisdiction of	File	Employer
Incorporation)	Number)	Identification
		Number)

320 Park Avenue, New York, New York 10022  
(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.
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.
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ITEM 4.01 Changes in Registrant's Certifying Accountant.

On March 10, 2017, the Audit Committee approved the engagement of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017. In connection with the selection of PricewaterhouseCoopers LLP on March 10, 2017, the Audit Committee decided not to renew the engagement of KPMG LLP as the Company's independent registered public accounting firm.

During the years ended December 31, 2016 and 2015 and for the period from January 1, 2017 to March 10, 2017, neither the Company nor anyone on its behalf has consulted with PricewaterhouseCoopers LLP with respect to either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that PricewaterhouseCoopers LLP concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) or a reportable event (as defined in Item 304(a)(1)(v) of Regulation S-K).

The reports of KPMG LLP on the Company's consolidated financial statements for the years ended December 31, 2016 and 2015 did not contain an adverse opinion or a disclaimer of an opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2016 and 2015 and for the period from January 1, 2017 to March 10, 2017, there were no disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) with KPMG LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of KPMG LLP, would have caused KPMG LLP to make reference to the subject matter of the disagreements in its reports on the consolidated financial statements for such years.

During the years ended December 31, 2016 and 2015 and for the period from January 1, 2017 to March 10, 2017, there were no reportable events (as defined in Item 304(a)(1)(v) of Regulation S-K).

The Company has provided KPMG LLP with a copy of the above disclosures, and has requested that KPMG LLP furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the statements made above. A copy of KPMG LLP's letter dated March 13, 2017 is attached as Exhibit 16.1 to this Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit Number	Description
16.1	Letter of KPMG LLP

addressed to  
the  
Securities  
and  
Exchange  
Commission

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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: March 13, 2017 By: /s/ Jessica Doran  
Name: Jessica R. Doran  
Title: Chief Financial Officer

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EXHIBIT INDEX

Exhibit No. Document

Letter of KPMG LLP addressed to the Securities and Exchange Commission

16.1