

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

Pzena Investment Management, Inc.
Form 8-K
May 22, 2018

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): May 22, 2018

PZENA INVESTMENT MANAGEMENT, INC.

(Exact Name of Registrant as Specified in its Charter)

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Annual Meeting of Stockholders of Pzena Investment Management, Inc. was held in New York, New York on May 22, 2018. At that meeting, the stockholders considered and acted upon the following proposals:

Proposal 1: Election of Directors. By the vote reflected below, the stockholders elected the following individuals as directors to hold office until the 2019 Annual Meeting of Stockholders of the Company:

	Class A	Class B	Class A	Class B
	Shares	Shares	Shares	Shares
Director	“For”	“For”	“Withheld”	“Withheld”
Richard S. Pzena	9,634,153	235,549,250	448,374	0
John P. Goetz	9,406,341	235,549,250	676,186	0
William L. Lipsey	9,406,341	235,549,250	676,186	0
Steven M. Galbraith	9,546,493	235,549,250	536,034	0
Joel M. Greenblatt	9,517,252	235,549,250	565,275	0
Richard P. Meyerowich	9,547,623	235,549,250	534,904	0
Charles D. Johnston	8,979,310	235,549,250	1,103,217	0

Proposal 2: Ratification of Independent Auditors. The stockholders voted to ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for the Company for its fiscal year ending December 31, 2018. Voting was as follows:

	FOR	AGAINST	ABSTAIN
Class A common stock	13,580,518	22,692	32,293
Class B common stock	235,549,250	—	—

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: May 22, 2018

/s/ Joan
By: Berger
Joan
Name: Berger
General
Title: Counsel