Goetz John Paul Form 4/A February 07, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Goetz John Paul

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Pzena Investment Management, Inc.

(Check all applicable)

[PZN]

(Last)

3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

3.

12/19/2018

below) President & Co-CIO

C/O PZENA INVESTMENT MANAGEMENT, INC., 320 PARK **AVENUE, 8TH FLOOR**

(First)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) 01/03/2019

(Zip)

(Middle)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(9-02)

Edgar Filing: Goetz John Paul - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exerc	cisable and	7. Title	and	8. Price o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration D	piration Date		Amount of	
Security	or Exercise		any	Code	Securities	• /		Underlying		Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			Securities (Instr. 3 and 4)		(Instr. 5)
	Derivative				or Disposed of					
	Security				(D)					
					(Instr. 3, 4,					
					and 5)					
				Code V	(A) (D)	Date	Expiration	Title	Amount	
						Exercisable	Date		or	
									Number	
									of Shares	
Phantom										
					77 5 4 1			Class		
Class B	<u>(2)</u>	12/31/2018		A	77,541	(2)	(2)	В	77,541	\$0
Units (2)					<u>(1)</u>		_	Units	,-	,
(1)								Cilits		

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
Goetz John Paul C/O PZENA INVESTMENT MANAGEMENT, INC. 320 PARK AVENUE, 8TH FLOOR NEW YORK, NY 10022	X		President & Co-CIO			
Olamatuwa a						

Signatures

Joan F. Berger, as attorney-in-fact for John P.
Goetz
02/07/2019

**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).

The sole purpose of this amendment is to correct the number of Phantom Class B units issued to the Reporting Person in connection with the Reporting Person's mandatory deferral of his 2018 Restricted Amount pursuant to Section 5 of the Pzena Investment Management,

(1) LLC Amended and Restated Bonus, as amended (the "Bonus Plan") as of the date of the original filing of the Form 4. Due to a clerical error, the number of Phantom Class B units acquired by the Reporting Person was incorrectly listed in the original Form 4 filing. The correct number should be 77,541 instead of 60,301.

These Phantom Class B units vest, and become Delayed Exchange Class B Units of the Operating Company, in four equal annual

- installments and are subject to the terms and conditions set forth in the Bonus Plan. When these Delayed Exchange Class B units vest they will have the right to receive dividend payments, however, they are not eligible for exchange pursuant to the Exchange Rights of Class B Members (Exhibit B to the Amended Pzena LLC Agreement) until seven years after the applicable vesting date, at which time they will be 100% exchangeable for shares of the Issuer's Class A common stock (subject to the timing set forth 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.
- (3) This number includes Class B units issued in connection with the Reporting Person's mandatory deferral of his 2016, 2017 and 2018 Restricted Amount pursuant to Section 5 of the Bonus Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2