

WisdomTree Investments, Inc.
 Form 4
 August 21, 2013

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 *
 Steinberg Jonathan L

2. Issuer Name and Ticker or Trading Symbol
 WisdomTree Investments, Inc.
 [WETF]

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

(Last) (First) (Middle)
 380 MADISON AVENUE, 21ST FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/19/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

NEW YORK, NY 10017

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/19/2013		M	187,500 A	\$ 0.03 4,396,451 ⁽²⁾	D	
Common Stock	08/19/2013		S	37,500 D	\$ 12.08 4,358,951 ⁽²⁾ ⁽³⁾	D	
Common Stock	08/20/2013		S	75,000 D	\$ 11.79 4,283,951 ⁽²⁾ ⁽⁴⁾	D	
Common Stock					798	I	Owned by Spouse

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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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 0.03	08/19/2013		M	187,500	<u>(1)</u> 03/16/2014	Common Stock 187,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steinberg Jonathan L 380 MADISON AVENUE 21ST FLOOR NEW YORK, NY 10017	X		Chief Executive Officer	

Signatures

/s/ Sarah English,
Attorney-in-Fact
08/21/2013

**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).
- (1) Exercisable as to 300,000 shares each on March 17, 2005, 2006, 2007, 2008 and 2009 and as to 1,500,000 additional shares at such time as the issuer has achieved at least \$1.00 in net income in two consecutive fiscal quarters.
- (2) Includes restricted stock vesting as to 150,841 shares on January 22, 2014 and as to 75,421 shares on each of January 22, 2015 and 2016. The price included in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$11.90 to \$12.26, inclusive. The reporting person undertakes to provide to WisdomTree Investments, Inc., any security holder of WisdomTree Investments, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes (3) and (4) to this Form 4.
- (3) Includes restricted stock vesting as to 150,841 shares on January 22, 2014 and as to 75,421 shares on each of January 22, 2015 and 2016. The price included in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$11.90 to \$12.26, inclusive. The reporting person undertakes to provide to WisdomTree Investments, Inc., any security holder of WisdomTree Investments, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes (3) and (4) to this Form 4.

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- (4) The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$11.73 to \$11.87, inclusive.

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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