

Bell Stuart  
Form 4  
January 29, 2019

**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 \*  
Bell Stuart

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Operating Officer

(Last) (First) (Middle)  
  
C/O WISDOMTREE  
INVESTMENTS, INC., 245 PARK  
AVENUE, 35TH FLOOR  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/25/2019

NEW YORK, NY 10167  
  
(City) (State) (Zip)

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

**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)
			Code	V	Amount or Price		
Common Stock	01/25/2019		A		71,028 <sup>(1)</sup>	A	\$ 0 132,653 <sup>(2)</sup> D
Common Stock	01/25/2019		F		1,442 <sup>(3)</sup>	D	\$ 0 131,211 <sup>(2)</sup> D
Common Stock	01/27/2019		F		1,126 <sup>(3)</sup>	D	\$ 0 130,085 <sup>(4)</sup> D

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

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**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)	Amount or Number of Shares
Performance Based Restricted Stock Units	\$ 0	01/25/2019		A	17,757	01/25/2022 (5)(6)	Common Stock	17,757

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Bell Stuart  
C/O WISDOMTREE INVESTMENTS, INC.  
245 PARK AVENUE, 35TH FLOOR  
NEW YORK, NY 10167

Chief Operating Officer

## Signatures

/s/ Marci Frankenthaler,  
Attorney-in-Fact

01/29/2019

\*\*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).
- (1) Restricted stock awarded by Issuer on January 25, 2019 and vesting as to 23,676 shares on each of January 25, 2020, 2021 and 2022.
- (2) Includes restricted stock awards which vest as to (i) 2,945 shares on January 27, 2019, (ii) 4,771 shares on September 12, 2019, (iii) 27,445 shares on January 25, 2020, (iv) 26,216 shares on January 25, 2021 and (v) 23,676 shares on January 25, 2022.
- (3) Surrender of common stock to Issuer upon vesting of restricted stock award to cover withholding taxes.
- (4) Includes restricted stock awards which vest as to (i) 4,771 shares on September 12, 2019, (ii) 27,445 shares on January 25, 2020, (iii) 26,216 shares on January 25, 2021 and (iv) 23,676 shares on January 25, 2022.
- (5) On the third anniversary of the grant date, the Performance-Based Restricted Stock Units ("PRsUs") will vest and the number of shares of the Issuer's common stock ("Common Stock") to be issued pursuant to the PRsUs will be determined based on the total shareholder

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return ("TSR") of the Common Stock relative to the respective TSRs of the stocks of a peer group of companies, each measured over a three-year period from the date of grant of the PRSUs. The number of shares of Common Stock to be issued upon vesting of the PRSUs will range between 0% to 200% of the number of shares indicated above (the target share amount).

- (6) (Continuation of Footnote 5) - If the Reporting Person's employment is terminated under certain circumstances or a change of control occurs prior to the third anniversary of the grant date, all or a portion of the PRSUs will vest and the number of shares of Common Stock to be issued pursuant to the PRSUs will be determined at such time, based on the respective TSRs of the Common Stock and the stocks of the peer group, each measured from the grant date to the accelerated vesting date. PRSUs have no voting rights and are generally non-transferable.

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.