

WisdomTree Investments, Inc.  
 Form 4  
 November 10, 2014

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/06/2014

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

Chief Executive Officer

C/O WISDOMTREE INVESTMENTS, INC., 245 PARK AVENUE, 35TH FLOOR

(Street)

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

NEW YORK, NY 10167

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 11/06/2014                           |  | M                              |   | 417,500   | A  | \$ 0.16   |
| Common Stock                    | 11/06/2014                           |  | S                              |   | 250,500   | D  | \$ 15.5333  |
| Common Stock                    | 11/07/2014                           |  | M                              |   | 417,500   | A  | \$ 0.16   |
| Common Stock                    | 11/07/2014                           |  | S                              |   | 250,500   | D  | \$ 15.6151  |

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(2)

|              |     |   |                 |
|--------------|-----|---|-----------------|
| Common Stock | 798 | I | Owned by Spouse |
|--------------|-----|---|-----------------|

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

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SEC 1474 (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)                | \$ 0.16  | 11/06/2014                           |  | M                              | 417,500   | (3) 11/09/2014   | Common Stock 417,500  |
| Stock Option (right to buy)                | \$ 0.16  | 11/07/2014                           |  | M                              | 417,500   | (3) 11/09/2014   | Common Stock 417,500  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Steinberg Jonathan L<br>C/O WISDOMTREE INVESTMENTS, INC.<br>245 PARK AVENUE, 35TH FLOOR<br>NEW YORK, NY 10167 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Marci Frankenthaler,  
Attorney-in-Fact 11/10/2014

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 price included in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.26 to \$15.73, inclusive. The reporting person undertakes to provide to WisdomTree Investments, Inc., any security holder of

(1) 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 footnote (1) to this Form 4.

The price included in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.32 to \$15.79, inclusive. The reporting person undertakes to provide to WisdomTree Investments, Inc., any security holder of

(2) 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 footnote (2) to this Form 4.

(3) Exercisable as to 417,500 shares on each of November 10, 2004 and 2005.

### Remarks:

Exhibit Index: Exhibit 24 Power of Attorney by Jonathan L. Steinberg.

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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