

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>Steinberg Jonathan L</u><br>_____<br>(Last) (First) (Middle)<br>C/O WISDOMTREE INVESTMENTS, INC.<br>245 PARK AVENUE, 35TH FLOOR<br>_____<br>(Street)<br>NEW YORK NY 10167<br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>WisdomTree Investments, Inc. [ WETF ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chief Executive Officer</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/25/2021                              |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                    |   |

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                    | 01/25/2021                           |  | A                              |   | 123,370 <sup>(1)</sup>  | A          | \$0.00 | 8,447,861 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 01/25/2021                           |  | F                              |   | 111,418 <sup>(3)</sup>  | D          | \$0.00 | 8,336,443 <sup>(2)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 798   | I  | By Spouse   |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Performance Based Restricted Stock Units   | \$0.00   | 01/25/2021                           |  | A                              |   | 123,371  |     | 01/25/2024   | (4)(5)          | Common Stock  | 123,371                                    | \$0.00   | 123,371   | D  |       |

Explanation of Responses:

- Restricted stock awarded by Issuer on January 25, 2021 and vesting as to (i) 41,123 shares on each of January 25, 2022 and 2023 and (ii) 41,124 shares on January 25, 2024.
- Includes restricted stock awards vesting as to (i) 41,123 shares on each of January 25, 2022 and 2023 and (ii) 41,124 shares on January 25, 2024.
- Surrender of common stock to Issuer upon vesting of restricted stock award to cover withholding taxes.
- 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 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).
- (Continuation of Footnote 4) - 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.

Remarks:

/s/ Marci Frankenthaler,  
Attorney-in-Fact 01/27/2021  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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