

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**

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

1. Name and Address of Reporting Person* <u>Steinberg Jonathan L</u>  (Last) (First) (Middle) C/O WISDOMTREE INVESTMENTS, INC. 245 PARK AVENUE, 35TH FLOOR  (Street) NEW YORK NY 10167  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WisdomTree Investments, Inc. [ WETF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/25/2019</u>	
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	01/25/2019		A		448,598 <sup>(1)</sup>	A	\$0.00	7,841,285 <sup>(2)</sup>	D	
Common Stock	01/25/2019		F		15,422 <sup>(3)</sup>	D	\$0.00	7,825,863 <sup>(2)</sup>	D	
Common Stock	01/27/2019		F		60,756 <sup>(3)</sup>	D	\$0.00	7,765,107 <sup>(4)</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	01/25/2019		A		112,149		01/25/2022	(5)(6)	Common Stock	112,149	\$0.00	112,149	D	

**Explanation of Responses:**

- Restricted stock awarded by Issuer on January 25, 2019 and vesting as to (i) 149,532 shares on each of January 25, 2020 and 2021 and (ii) 149,534 shares on January 25, 2022.
- Includes restricted stock awards which vest as to (i) 147,290 shares on January 27, 2019, (ii) 187,752 shares on each of January 25, 2020 and 2021 and (iii) 149,534 shares on January 25, 2022.
- Surrender of common stock to Issuer upon vesting of restricted stock award to cover withholding taxes.
- Includes restricted stock awards which vest as to (i) 187,752 shares on each of January 25, 2020 and 2021 and (ii) 149,534 shares on January 25, 2022.
- 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 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.

**Remarks:**

/s/ Marci Frankenthaler 01/29/2019  
Attorney-in-Fact

\*\* 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.

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