

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under § 240.14a-12

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WISDOMTREE, INC.

(Name of Registrant as Specified In Its Charter)

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ETF5 CAPITAL LIMITED  
GRAHAM TUCKWELL

(Name of Persons(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-

ETFS Capital Limited, a Jersey company (“ETFS Capital”), together with the other participant in its proxy solicitation (collectively, “ETFS”), has filed a definitive proxy statement and accompanying **GOLD** proxy card with the Securities and Exchange Commission (the “SEC”) to be used to solicit votes **AGAINST** the election of certain directors of WisdomTree, Inc., a Delaware corporation (the “Company”), at the Company’s 2024 annual meeting of stockholders (the “2024 Annual Meeting”).

On May 3, 2024, ETFS launched a website to communicate with the Company’s stockholders regarding the 2024 Annual Meeting. The website address is [www.unlockwt.com](http://www.unlockwt.com). The following materials were posted by ETFS to [www.unlockwt.com](http://www.unlockwt.com), certain of which were previously filed with the SEC:

## Disclaimer

The views expressed on this website represent the opinions of ETFS Capital Limited (“ETFS Capital”) and the other participant in its solicitation (collectively, the “Participants”), which beneficially own shares of WisdomTree, Inc. (the “Company”), and are based on publicly available information with respect to the Company. The Participants recognize that there may be confidential information in the possession of the Company that could lead it or others to disagree with the Participants’ conclusions. The Participants reserve the right to change any of the opinions expressed herein at any time as they deem appropriate and disclaim any obligation to notify the market or any other party of any such changes. The Participants disclaim any obligation to update the information or opinions contained on this website.

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The materials on this website are provided merely as information and are not intended to be, nor should they be construed as, an offer to sell or a solicitation of an offer to buy any security. These materials do not recommend the purchase or sale of any security. The Participants currently beneficially own shares of the Company. It is possible that there will be developments in the future that cause the Participants from time to time to sell all or a portion of their holdings of the Company in open market transactions or otherwise (including via short sales), buy additional shares (in open market or privately negotiated transactions or otherwise), or trade in options, puts, calls or other derivative instruments relating to such shares.

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This website may contain links to articles and/or videos (collectively, “Media”). The views and opinions expressed in such Media are those of the author(s)/speaker(s) referenced or quoted in such Media and, unless specifically noted otherwise, do not necessarily represent the opinion of the Participants.

This website may not be deemed to constitute solicitation material and is intended solely to inform stockholders so that they may make an informed decision regarding the proxy solicitation, as explained in greater detail below.

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#### Additional Information

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Dan Capner / Ryan Latta  
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# Current Campaign Materials

### Shareholder Materials

[3 May 2024 - Definitive Proxy Statement](#)

[17 April 2024 - Preliminary Proxy Statement](#)

### Press Releases

[21 March 2024 - ETFS Capital Releases Letter to Fellow WisdomTree Stockholders](#)

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# ETFS Capital Releases Letter to Fellow WisdomTree Stockholders

March 21, 2024 08:00 ET | Source: ETFS Capital Limited [Follow](#)

*Calls on WisdomTree Board to Run a Process to Unlock Significant Value*

*ETFS Believes WisdomTree ETF Business Worth ~\$15.50 per Share on a Standalone Basis*

NEW YORK, March 21, 2024 (GLOBE NEWSWIRE) -- ETFS Capital Limited ("ETFS Capital"), the largest combined owner of common stock, \$0.01 par value (the "Common Stock"), and Series A Non-Voting Convertible Preferred Stock (the "Series A Preferred Stock") of WisdomTree, Inc. ("WisdomTree" or the "Company") (NYSE: WT), with ownership of approximately 10.2% of the outstanding Common Stock, which together with its Series A Preferred Stock would represent approximately 18.3% of the Company's outstanding Common Stock on an as-converted basis, today released a letter to its fellow WisdomTree shareholders, responding to a public letter from WisdomTree board of director's (the "Board") to ETFS Capital's Chairman, Mr. Graham Tuckwell.

The full text of the letter follows:

Dear Fellow Stockholders:

By now you may have had an opportunity to review a public letter from WisdomTree's board of directors (the "Board") issued in response to our private engagement with the Company. If you found the Board's response to a request to evaluate all options that maximize shareholder value as dismissive and disappointing, you are not alone.

As a long-term shareholder, with deep ETF industry and operating expertise, ETFS Capital has attempted constructively to engage with the Board about reversing the Company's long term destruction of value, excessive cost-structure, negligent capital allocation, and the consistent failure of the board to fulfill their fiduciary obligations to stockholders.

For many years now WisdomTree has embarked on an ill-advised strategy of trying to transform the Company from an ETF business to a DeFi business, which has resulted in the core ETF business being poorly managed and all of its DeFi efforts ending in failure. More specifically, its flagship DeFi initiatives, namely WisdomTree Prime launched in July of 2023 and the Company's Bitcoin ETF launched in January of 2024, have failed to generate any meaningful market interest. WisdomTree Prime is and always has been a complete folly in our opinion, and in crypto ETFs the Company continues to rank towards the bottom relative to peers.

As a result of this misguided 'transformation' strategy, WisdomTree lost focus on the core ETF business, which despite record AUM, suffers from poor profitability. Consequently, WisdomTree trades at a significant discount to its intrinsic value if it were a well-run pure-play ETF business. We believe the intrinsic value is \$15.50 per share compared to the current market price of \$9.00 per share. This massive value gap exists despite the recent increase in WisdomTree's share price of almost \$2.00 per share since our engagement with the Board on February 13, 2024, and follow up letter on February 20, 2024 requesting the Company initiate a strategic review process.

In the hope of engaging in a respectful and productive dialogue with the Board, over the past several months, we have conducted our engagement in private. We sought a two-way constructive dialogue with the Company on actions required to close the value gap. We called for greater disclosure of robust KPIs and urged the Company meaningfully to engage with ALL stockholders regarding performance milestones and metrics associated with Prime and the Bitcoin ETF during the February earnings call. The Board produced no counter to our well thought through arguments and analysis. They blocked the discussion.

In our February 20, 2024, letter to the Board, we acknowledged that individual members of the Board and stockholders (such as ETFS Capital) have divergent views about the best way forward to unlock value at WisdomTree.

We proposed that to resolve this question, the Board should form a special committee of independent directors with a mandate to consider strategic alternatives including, but not limited to, a sale of part or all of the business and returning capital to stockholders, and a significant repositioning of the business including the replacement of members of WisdomTree's senior leadership team. To assist in this work, we further proposed that the special committee retain a recognized tier-one investment bank along with independent counsel.

The Board responded to our private proposal with a public and bafflingly hostile response. Nothing in our proposal would commit the Board to a particular course of action, other than to empower a special committee to evaluate all value enhancing options by running an unbiased and complete review process. We have made a reasonable and straightforward request to the Board, and one that would benefit all stockholders.

Fellow stockholders, over the past three years, we have attempted to address operational and governance failures through proxy campaigns. Unfortunately, the resulting change to WisdomTree's Board has been insufficient to overcome the influence that management and long-tenured directors exert in maintaining the status quo. Instead, as a referendum on the Company's failed diversification strategy and its refusal to unlock value through a strategic review process, we intend to Withhold our votes from members of the Board at the upcoming shareholder meeting. We invite other shareholders to do the same.

It is time to send a clear and resounding message to the Board. Hire a reputable banker and evaluate all options to unlock value.

We urge Board members to reconsider their decision and act as independent fiduciaries for all stockholders.

Sincerely,

Graham Tuckwell  
Chairman, ETFS Capital Limited

#### About ETFS Capital Limited

In 2018, WisdomTree spent \$611 million to acquire the European ETC business of ETF Securities Limited (now called ETFS Capital Limited) for cash and shares, becoming the largest shareholder in WisdomTree. The management team lead by Graham Tuckwell successfully ran and grew their business at a much higher EBITDA margin than WisdomTree runs its business.

ETFS Capital is a London-based strategic investment company focused on growth opportunities across the ETF ecosystem. As part of its investment process, ETFS Capital receives and analyses many dozens of business ideas and proposals within the ETF ecosphere each year and conducts in-depth technical and commercial due diligence on the companies where it chooses to deploy capital. Thereafter it engages in a hands-on approach, as a partner to management teams and Boards bringing its unparalleled industry-specific expertise for the benefit of those companies.

#### Media Contact:

Dan Gagnier / Riyaz Lalani  
+1-646-569-5897  
[ETFS@gagnierfc.com](mailto:ETFS@gagnierfc.com)



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## Previous Campaign Materials

#### Shareholder Materials

- [24 May 2023 – Supplemental Investor Presentation](#)
- [18 May 2023 – Investor Presentation](#)
- [4 May 2023 – Definitive Proxy Statement](#)
- [24 April 2023 – Preliminary Proxy Statement](#)

#### Press Releases

- [30 June 2023 – WisdomTree Defies Will of Stockholders with Appointment of Win Neuger as Board Chair](#)
- [16 June 2023 – WisdomTree Stockholders Deliver a Clear Mandate for Change According to Preliminary Vote Results](#)
- [13 June 2023 – Third Independent Proxy Advisory Firm Recommends WisdomTree Stockholders Vote for Boardroom Change and for the Removal of Chairman Salerno](#)
- [12 June 2023 – ETFS Capital Thanks WisdomTree Stockholders for their Support – The Case for Change is Inrefutable](#)
- [6 June 2023 – Glass Lewis Joins ISS in Recommending WisdomTree Stockholders Vote for Boardroom Change](#)
- [6 June 2023 – Leading Independent Proxy Advisory Firm ISS Recommends WisdomTree Stockholders Vote on ETFS Capital's GOLD Proxy Card and Endorses Call for Change](#)
- [24 May 2023 – ETFS Capital Responds to WisdomTree's Serious Mischaracterizations and Distraction Tactics in Supplemental Investor Presentation](#)
- [19 May 2023 – ETFS Capital Publishes Presentation Outlining Clear Need for Change at WisdomTree](#)
- [15 May 2023 – ETFS Capital Highlights WisdomTree Board's Attempts to Distract Stockholders From Its Track Record of Value Destruction](#)
- [10 May 2023 – ETFS Capital Highlights Its Critical Role in Unlocking Value for Fellow WisdomTree Stockholders](#)
- [4 May 2023 – ETFS CAPITAL Files Definitive Proxy Statement and Issues Letter to Fellow WisdomTree Stockholders](#)
- [1 May 2023 – ETFS Capital Comments on WisdomTree's Q1 2023 Results](#)
- [24 April 2023 – ETFS Capital Files Preliminary Proxy Statement for the Election of Three Highly-Qualified Candidates to WisdomTree, Inc. Board of Directors](#)
- [12 April 2023 – ETFS Capital Nominates Three Highly Qualified Candidates to WisdomTree Inc Board of Directors](#)

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Gaggen Communications  
Dan Gaggen / Nicole Labaree  
+1 646 369 5807  
+1 646 369 8067  
ETFS@gaggen.com

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## WisdomTree Stockholders Deliver a Clear Mandate for Change According to Preliminary Vote Results

June 16, 2023 11:30 ET | Source: ETFs Capital Limited

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*ETFs Capital Nominee Tonia Pankopf Elected and Long-Tenured Chair Frank Salerno is Removed from the Board*

*Stockholders Have Delivered a Mandate to Reassess WisdomTree's Persistent Underperformance, Refocus the Company and Hold Management to Account*

*Board has an Obligation to Substantially Reconstitute Leadership and Composition of Key Committees to Demonstrate True Refreshment*

NEW YORK, June 16, 2023 (GLOBE NEWSWIRE) -- ETFs Capital Limited ("ETFs Capital"), the largest combined owner of common stock, \$0.01 par value (the "Common Stock"), and Series A Non-Voting Convertible Preferred Stock (the "Series A Preferred Stock") of WisdomTree, Inc. ("WisdomTree" or the "Company") (NYSE: WT), with ownership of approximately 10.2% of the outstanding Common Stock, which together with its Series A Preferred Stock would represent approximately 18.3% of the Company's outstanding Common Stock on an as-converted basis, today thanked fellow stockholders for their support of ETFs Capital's nominees at the 2023 annual meeting of stockholders.

The election of ETFs Capital nominee Tonia Pankopf to the board of directors of the Company (the "Board") and the removal of the Company's long-tenured Board Chair Frank Salerno is a strong message from stockholders that the Board is in urgent need of meaningful change. Furthermore, Win Neuger, Chair of the Nominating and Governance Committee, received significant opposition with more than one-third of the shares voted at the annual meeting being against him based on preliminary results\*.

ETFs Capital, on behalf of all stockholders, calls on the Board to heed the voices of stockholders who delivered a clear mandate and direction to the Board to reassess the causes of the Company's persistent underperformance, refocus WisdomTree around its core strengths, and to act as independent fiduciaries for stockholders by holding management to account.

In addition, the Board has an obligation to demonstrate a commitment to stockholders to remove its long-tenured directors from key committee positions and to pursue true refreshment by reconstituting the leadership and key committees of the Board to include a plurality of independent views, experience, and expertise, particularly those of the more recently appointed directors.

ETFs Capital intends to remain an engaged, constructive, and vigilant stockholder of WisdomTree.

\*The preliminary vote count is subject to certification by the independent inspector of elections.

#### About ETFS Capital Limited

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#### Investor Contact:

##### ETFS Capital:

Martyn James  
+44 (0) 207-509-0674

or

+1 347 566 8291  
campaign@etfscapital.com

#### Media Contact:

Dan Gagnier / Riyaz Lalani  
+1-646-569-5897  
ETFS@gagnierfc.com

## WisdomTree Defies Will of Stockholders with Appointment of Win Neuger as Board Chair

June 30, 2023 08:44 ET | Source: ETFS Capital Limited [Follow](#)

*Board Rejects Opportunity to Demonstrate True Board Refreshment and Delivers a Rebuke to Stockholders*

*WisdomTree Stockholders Should Voice their Views to the Board and not Accept Another Year of Business as Usual*

NEW YORK, June 30, 2023 (GLOBE NEWSWIRE) -- ETFS Capital Limited ("ETFS Capital"), the largest combined owner of common stock, \$0.01 par value (the "Common Stock"), and Series A Non-Voting Convertible Preferred Stock (the "Series A Preferred Stock") of WisdomTree, Inc. ("WisdomTree" or the "Company") (NYSE: WT), with ownership of approximately 10.2% of the outstanding Common Stock, which together with its Series A Preferred Stock would represent approximately 18.3% of the Company's outstanding Common Stock on an as-converted basis, today commented on the the WisdomTree board of director's (the "Board") decision to appoint long-tenured director, Win Neuger as Chair of the Board.

Mr. Neuger received the most withheld votes of any incumbent director at the 2023 annual meeting of stockholders, other than the Company's previous Chair Frank Salerno, who failed to be reelected to the Board. Mr. Neuger's appointment as Chair, is a rebuke to stockholders who, along with proxy advisor Institutional Shareholder Services ("ISS") in its report, sent a clear message to WisdomTree that urgent and meaningful Board change was required.

In appointing Mr. Neuger as Chair, the Board has once again rejected an opportunity to demonstrate a commitment to true Board refreshment. As highlighted by ISS, and reflected in the significant withheld votes for Mr. Neuger and Mr. Salerno, the Board continues to maintain a two-tiered structure where only long-tenured and non-diverse directors hold key Board and committee roles. The Board could have easily chosen to elevate directors who are not part of the long-tenured cohort, to key leadership roles. ETFS Capital believes these more recent additions to the Board are more likely to act as independent fiduciaries for stockholders, who can hold management to account.

ETFS Capital calls on its fellow WisdomTree stockholders to voice their views to the Board, who despite any assurances they may have made in their recent campaign, have demonstrated once again that they cannot be trusted to do the right thing for stockholders.



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#### ETFs Capital:

Martyn James  
+44 (0) 207-509-0674

or

+1 347 566 8291  
campaign@etfscapital.com

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ETFs@gagnierfc.com



- ETFs Capital is the largest stockholder in the Company, when combining our Common Stock and Series A Preferred Stock, which on a combined and as-converted basis represent approximately 18.0% of the Company's outstanding shares of Common Stock - \$273m of our own capital
- ETFs Capital sold its leading European ETC business to the Company in 2018, taking the majority of the consideration in stock
- ETFs Capital has significant experience in the ETF space with a long, successful track record of driving operational, financial, strategic, and governance changes that benefit employees, customers, and stockholders
- ETFs Capital, led by Graham Tuckwell, is one of the oldest and most successful independent ETF operators globally, having created over \$1 billion of enterprise value since its launch by operating ETF issuance businesses and allocating capital to businesses in the ETF ecosystem and Digital Assets space

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# Contact

## Gagnier Communications

Dan Gagnier / Riyaz Lalani

+1-646-569-5897

+1-646-342-8087

E: [ETFs@gagnierfc.com](mailto:ETFs@gagnierfc.com)

## Saratoga Proxy Consulting, LLC

Stockholders may call toll-free: (888) 368-0379

Banks and brokers call: (212) 257-1311

Email: [info@saratogaproxy.com](mailto:info@saratogaproxy.com)

Gagnier Communications  
Dan Gagnier / Riyaz Lalani  
+1-646-569-5897  
+1-646-342-8087  
[ETFs@gagnierfc.com](mailto:ETFs@gagnierfc.com)

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The contact information is:

0 8th Avenue,  
14th Floor,  
New York,  
NY 10018

- Stockholders may call toll-free: (888) 368-0379
- Banks and brokers call: (212) 257-1311
- Email: [info@saratogaproxy.com](mailto:info@saratogaproxy.com)

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## Our Commitment to Privacy

### Our Commitment to Privacy

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saratoga  
ETF's Capital Limited, LLC

520 8th Avenue,  
14th Floor,  
New York,  
NY 10018

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