

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>Ziembra Peter M</u> (Last) (First) (Middle) <u>C/O WISDOMTREE INVESTMENTS, INC.</u> <u>380 MADISON AVENUE, 21ST FLOOR</u> (Street) <u>NEW YORK NY 10017</u> (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) Director 10% Owner Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2012</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	08/13/2012		M		100,000	A	\$1.07	728,242 ⁽³⁾	D	
Common Stock	08/13/2012		S		25,000	D	\$6.66 ⁽⁵⁾	703,242 ⁽³⁾	D	
Common Stock	08/14/2012		S		37,691	A	\$6.66 ⁽⁶⁾	665,551 ⁽³⁾	D	
Common Stock	08/15/2012		S		27,309	D	\$6.51 ⁽⁷⁾	638,242 ⁽³⁾	D	
Common Stock								9,600 ⁽¹⁾	I	By Son
Common Stock								4,500 ⁽²⁾	I	By Daughter

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
Stock Option (right to buy)	\$1.07	08/13/2012		M			100,000	(4)	04/22/2017	Common Stock	100,000	\$0.00	500,000	D	

Explanation of Responses:

- The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- See Note 1.
- Includes (i) restricted stock award which vests as to 37,500 shares on each of January 25, 2013, 2014, 2015 and 2016, (ii) restricted stock award which vests as to 6,351 shares on January 25, 2013, and (iii) restricted stock award which vest as to 25,000 shares on each of January 27, 2013, 2014 and 2015.
- Exercisable (at an exercise price of \$6.35 per share) as to 200,000 share on each of April 27, 2008, 2009, 2010, and 2011. Modified on January 26, 2009 to also become exercisable (at an exercise price of \$1.07 per share) as to 200,000 shares on each of January 27, 2010, 2011, 2012 and 2013.
- The price included in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.60 to \$6.70, inclusive. The reporting person undertakes to provide to WisdomTree Investments, Inc., any security holder of 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 footnotes (5), (6) and (7) to this Form 4.
- The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.65 to \$6.68, inclusive.
- The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.47 to \$6.56, inclusive.

/s/ Peter M. Ziembra

08/15/2012

** 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.