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

SCHEDULE 14A

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 Pursuant to §240.14a-12

WisdomTree Investments, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.
☐ Fee computed on table below per Exchange Act Rules14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.
☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

WisdomTree Investments, Inc.
245 Park Avenue, 35th Floor
New York, New York 10167

, 2018

Dear Stockholder:

We are pleased to invite you to the WisdomTree Investments, Inc. ("WisdomTree" or the "Company") 2018 Annual Meeting of Stockholders to be held on June 19, 2018 at 11:00 a.m. Eastern Time. This year's Annual Meeting will be a completely virtual meeting of stockholders held over the Internet. You will be able to attend the Annual Meeting, vote your shares electronically and submit your questions during the live webcast of the meeting by visiting www.virtualshareholdermeeting.com/wisdomtree18 and entering your 16-digit control number.

Similar to last year, most of our stockholders will not receive paper copies of our proxy materials and will instead receive a Notice of Internet Availability of Proxy Materials with instructions on how to access our proxy materials and how to vote online or by telephone. Such Notice will also provide information on how to obtain paper copies of our proxy materials if a stockholder so requests. This method expedites the receipt of your proxy materials, lowers the costs of our Annual Meeting and helps to conserve our natural resources.

Every stockholder's vote is important, so whether or not you are planning to attend the meeting, we encourage you to vote your shares by voting (i) over the Internet, (ii) by telephone or (iii) by requesting a paper copy of the proxy materials, including a proxy card, and returning an executed proxy card.

We hope that you will join us at the Annual Meeting live webcast on June 19, 2018. I thank you for your commitment to WisdomTree and urge you to vote your shares.

Sincerely,

Jonathan Steinberg
Chief Executive Officer

NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS

Date: Tuesday, June 19, 2018
Time: 11:00 a.m., Eastern Time
Place: Live Webcast at www.virtualshareholdermeeting.com/wisdomtree18

At the meeting, stockholders will be asked to:

1. elect three Class I members of the Board of Directors, to serve until the Company's 2021 Annual Meeting of Stockholders;
2. ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018;
3. approve the issuance of shares of common stock upon conversion of the Company's Series ANon-Voting Convertible Preferred Stock issued in connection with the Company's acquisition of the European exchange-traded commodity, currency and short-and-leveraged business of ETF Securities Limited representing more than 19.99% of the outstanding common stock or voting power of the Company for purposes of complying with Nasdaq Listing Rule 5635;
4. vote on an advisory resolution to approve the compensation of the Company's named executive officers;
5. vote on an advisory resolution on the frequency of future advisory votes to approve the compensation of the Company's named executive officers; and
6. transact any other business that may properly come before the meeting or any postponements or adjournments thereof.

The close of business on April 26, 2018 is the record date for determining stockholders entitled to vote at the Annual Meeting. A list of these stockholders will be available at WisdomTree's headquarters, 245 Park Avenue, 35th Floor, New York, New York, for at least 10 days before the Annual Meeting or any adjournment or postponement thereof.

In accordance with the rules of the Securities and Exchange Commission, we have also sent a Notice of Internet Availability of Proxy Materials and provided access to our proxy materials over the Internet, beginning on , 2018, to the holders of record and beneficial owners of our capital stock as of the close of business on the record date.

Distribution to stockholders of this proxy statement and a proxy card is scheduled to begin on or about , 2018.

By order of the Board of Directors,

Gregory Barton, Secretary

New York, New York
, 2018

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders To Be Held on June 19, 2018.

The proxy statement and our Annual Report on Form10-K for the fiscal year ended December 31, 2017 are available at: http://ir.wisdomtree.com by following the link for "Financial Information."

Proxy Statement

This proxy statement contains information about the 2018 Annual Meeting of Stockholders of WisdomTree Investments, Inc. Proxy materials or a Notice of Internet Availability of Proxy Materials will be first sent to stockholders on or about , 2018.

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QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND PROXY MATERIALS

Who is soliciting my vote?

The Board of Directors of WisdomTree Investments, Inc. ("WisdomTree" or the "Company") is soliciting your vote for the 2018 Annual Meeting of Stockholders.

Who pays for the cost of soliciting proxies?

WisdomTree will pay the cost for the solicitation of proxies by the Board of Directors. Proxies may be solicited personally, by telephone, fax or email by employees of WisdomTree without any remuneration to such individuals other than their regular compensation. WisdomTree also will reimburse brokers, banks, custodians, other nominees and fiduciaries for forwarding these materials to their principals to obtain the authorization for the execution of proxies.

Why did I receive a one-page notice in the mail regarding the internet availability of proxy materials instead of a full set of proxy materials?

Pursuant to rules adopted by the Securities and Exchange Commission ("SEC"), the Company has elected to provide access to its proxy materials via the Internet. Accordingly, the Company is sending a Notice of Internet Availability of Proxy Materials ("Notice") to its stockholders. All stockholders will be able to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. The Company encourages stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact of its annual meetings.

How can I obtain electronic access to the proxy materials?

The Notice will provide you with instructions regarding how to:

- View the Company's proxy materials for the Annual Meeting on the Internet; and
- Instruct the Company to send future proxy materials to you by email.

The Company's proxy materials also are available on its investor relations website athttp://ir.wisdomtree.com by following the link for "Financial Information."

Choosing to receive future proxy materials by email will save the Company the cost of printing and mailing documents to you and will reduce the impact of the Company's annual meetings on the environment. If you choose to receive future proxy materials by email, you will receive an email message next year with instructions containing a link to those materials and a link to the proxy voting website. Your election to receive proxy materials by email will remain in effect until you terminate it.

How do I attend the Annual Meeting and may I ask questions?

The Annual Meeting will be a completely virtual meeting of stockholders held over the Internet. Please go to www.virtualshareholdermeeting.com/wisdomtree18 for instructions on how to attend and participate in the Annual Meeting. Any stockholder may attend and listen live to the webcast of the Annual Meeting over the Internet at such site. Stockholders as of the record date of the Annual Meeting may submit questions while attending the Annual Meeting over the Internet by using the 16-digit control number included in the Notice, proxy card or the voting instructions that accompanied these proxy materials.

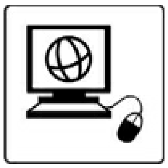
What is the difference between a stockholder of record and a beneficial owner of shares held in street name?

Stockholder of record. If your shares are registered directly in your name with the Company's transfer agent (Continental Stock Transfer & Trust Company), you are considered a "stockholder of record" (or record holder) with respect to those shares, and the Notice was sent directly to you by the Company.

Beneficial owner of shares held in street name. If your shares are held in an account at a brokerage firm, bank, broker-dealer or other similar organization, then you are the "beneficial owner" of shares held in "street name," and a Notice was forwarded to you by that organization. As a beneficial owner, you have the right to instruct your broker, bank, trustee or nominee how to vote your shares.

How do I vote my shares?

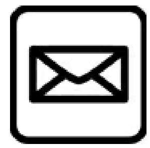
Whether you are a "stockholder of record" or hold your shares in "street name," you may vote by proxy prior to the polls closing without participating in the online Annual Meeting. To vote by proxy, stockholders have a choice of voting over the Internet, by telephone or by mail using a traditional proxy card. Your shares will be voted in accordance with your instructions. If you plan to attend and participate in the online Annual Meeting, the Company still encourages you to vote prior to the Annual Meeting by Internet, by telephone, or by mail by returning a proxy card following your request of printed materials. This will ensure that your vote will be counted if you are unable to, or later decide not to, participate in the online Annual Meeting. You also may vote online at the Annual Meeting prior to the polls closing. You will need to enter your 16-digit control number (included in your Notice, your proxy card or the voting instructions that accompanied your proxy materials) to vote your shares at the Annual Meeting.



Vote by Internet
Go to www.proxyvote.com. You will need your 16-digit control number included in your proxy card, voter instruction form or Notice.

Vote by Mobile Phone
If you have your proxy card, you can directly scan the QR code on the proxy card with your mobile phone or, if you have the 16-digit control number included in your proxy card, voter instruction form or Notice, you can scan the above QR code.

Vote by Phone
Call 1-800-690-6903 toll-free from the U.S., U.S. territories and Canada or the number on your voter instruction form. You will need the 16-digit control number included in your proxy card, voter instruction form or Notice.



Vote by Mail
Send the completed and signed proxy card or voter instruction form to the address on the proxy card or voter instruction form.

Vote at the Meeting
You can vote by attending the online Annual Meeting. You will need your 16-digit control number to vote electronically at the Annual Meeting.
To attend, go to www.virtualshareholdermeeting.com/wisdomtree18

What are the Board's recommendations on how to vote my shares?

The Board of Directors recommends a vote:

Proposal 1	**FOR** the election of the three Class I directors set forth in this proxy statement (page 43);
Proposal 2	**FOR** the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 (page 44);
Proposal 3	**FOR** the approval of the issuance of shares of common stock upon conversion of the Company's Series A Non-Voting Convertible Preferred Stock issued in connection with the Company's acquisition of the European exchange-traded commodity, currency and short-and-leveraged business of ETF Securities Limited (the "ETFS Acquisition") representing more than 19.99% of the outstanding common stock or voting power of the Company for purposes of complying with Nasdaq Listing Rule 5635 (page 45);
Proposal 4	**FOR** the vote on the advisory resolution to approve the compensation of the Company's named executive officers (page 50); and
Proposal 5	No recommendation on the vote on the advisory resolution on the frequency of future advisory resolutions to approve the compensation of the Company's named executive officers (page 51).

Can I change my vote?

You may revoke your proxy at any time before it is voted by notifying the Secretary of WisdomTree in writing, by returning a signed proxy card with a later date, by transmitting a subsequent vote over the Internet or by telephone prior to the close of the Internet voting facility or the telephone voting facility, or by attending the online meeting, entering your 16-digit control number and voting again electronically at the Annual Meeting.

How many votes can be cast by all stockholders?

shares of the Company's common stock were outstanding on April 26, 2018 (the record date for determining stockholders eligible to vote) and entitled to be voted at the meeting. Each share of common stock is entitled to one vote on each matter. However, pursuant to Nasdaq Listing Rule 5635 and IM-5635-2 "*Interpretative Material Regarding the Use of Share Caps to Comply with Rule 5635*," the shares of the Company's common stock issued to ETF Securities Limited in the ETFS Acquisition will not be entitled to vote to approve Proposal 3.

What percentage of the vote is required for a proposal to be approved?

Proposal 1: The three nominees for election as Class I directors who receive a plurality of the votes cast for election of directors shall be elected directors.

Proposal 2: A majority of votes cast is necessary for the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

Proposal 3: The affirmative vote of a majority of the shares of common stock present in person or by proxy at the Annual Meeting and entitled to vote thereon is required for the approval of the proposal to approve the issuance of shares of common stock upon conversion of the Company's Series A Non-Voting Convertible Preferred Stock issued in connection with the ETFS Acquisition representing more than 19.99% of the outstanding common stock or voting power of the Company for purposes of complying with Nasdaq Listing Rule 5635.

Proposal 4: A majority of votes cast is necessary for the approval of the advisory resolution to approve the compensation of the Company's named executive officers.

Proposal 5: The vote on the advisory resolution on the frequency of future advisory resolutions to approve the compensation of the Company's named executive officers will be determined based on a plurality of the votes cast. This means that the option that receives the most votes (every one year, every two years or every three years) will be the option deemed recommended by the stockholders to the Board of Directors.

If there are insufficient votes to approve Proposals 2 or 3, your proxy may be voted by the persons named in the proxy to adjourn the Annual Meeting to solicit additional proxies in favor of the approval of such proposals. If the Annual Meeting is adjourned or postponed for any purpose, at any subsequent reconvening of the meeting, your proxy will be voted in the same manner as it would have been voted at the original convening of the Annual Meeting unless you withdraw or revoke your proxy. Your proxy may be voted in this manner even though it may have been voted on the same or any other matter at a previous session of the Annual Meeting.

How is a quorum reached?

The presence, in person or by proxy, of holders of at least a majority of the total number of outstanding shares entitled to vote is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Shares held of record by stockholders or brokers, bankers or other nominees who do not return a signed and dated proxy or attend the online Annual Meeting in person will not be considered present or represented at the Annual Meeting and will not be counted in determining the presence of a quorum. Abstentions and "broker non-votes" (i.e., shares represented at the meeting held by brokers, bankers or other nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote such shares and, with respect to one or more but not all issues, such brokers or nominees do not have discretionary voting power to vote such shares), if any, will be counted for purposes of determining whether a quorum is present for the transaction of business at the meeting.

How is the vote counted?

Votes cast by proxy or in person at the Annual Meeting will be counted by the person(s) appointed by the Company to act as inspector(s) of election for the meeting. The inspector(s) of election will count all votes "for," "against," "withhold" and abstentions and broker non-votes, as applicable, for each matter to be voted on at the Annual Meeting. Shares represented by proxies that withhold authority to vote for a nominee for election as a director will not be counted as votes "for" a director. Shares properly voted to "abstain" on a particular matter and broker non-votes are treated as having not voted on the particular matter and will therefore not affect the outcome of Proposals 1, 2, 4 and 5. With respect to Proposal 3, abstentions will have the effect of a vote against the proposal, and broker non-votes will have no effect. Due to their advisory nature, the results of the vote on Proposals 4 and 5 are not binding on the Board of Directors or the Compensation Committee.

What does it mean if I receive more than one proxy card or voting instruction form?

It means that you have multiple accounts at the transfer agent or with brokers. Please complete and return all proxy cards or voting instruction forms to ensure that all your shares are voted.

Could other matters be decided at the Annual Meeting?

WisdomTree does not know of any other matters that may be presented for action at the Annual Meeting. Should any other business come before the meeting, the persons named on the enclosed proxy will have discretionary authority to vote the shares represented by such proxies in their best judgment. If you hold shares through a broker, bank or other nominee as described above, they will not be able to vote your shares on any other business that comes before the Annual Meeting unless they receive instructions from you with respect to such matters.

What happens if the Annual Meeting is postponed?

Your proxy may be voted at the postponed or adjourned meeting. You will be able to change your proxy until it is voted.

Will the Annual Meeting be webcast?

Yes. The Annual Meeting will be a completely virtual meeting and will be webcast live at www.virtualshareholdermeeting.com/wisdomtree18.

What is the deadline to propose actions for consideration or to nominate individuals to serve as directors at the 2019 Annual Meeting?

Stockholders who wish to present proposals for inclusion in our proxy materials for our 2019 Annual Meeting of Stockholders may do so by following the procedures prescribed in Rule 14a-8 under the Securities Exchange Act of 1934 ("Exchange Act") and in our by-laws. Our Secretary must receive stockholder proposals intended to be included in our proxy statement and form of proxy relating to our 2019 Annual Meeting of Stockholders made under Rule 14a-8 by December 31, 2018. It is the policy of our Nominating Committee to consider nominations for candidates to our Board of Directors that are properly submitted by our stockholders in accordance with our by-laws. Under our current by-laws, proposals of business and nominations for directors other than those to be included in our proxy materials following the procedures described in Rule 14a-8 may be made by any stockholder who was a stockholder of record at the time of the giving of notice provided for in our by-laws, who is entitled to vote at the meeting, who is present (in person or by proxy) at the meeting and who complies with the notice procedures set forth in our by-laws (i.e., notice must be timely given and contain the information required by the by-laws). To be timely, a notice with respect to the 2019 Annual Meeting of Stockholders must be delivered to our Secretary no earlier than Tuesday, February 19, 2019 and no later than Thursday, March 21, 2019, unless the date of the 2019 Annual Meeting is advanced by more than thirty (30) days or delayed by more than sixty (60) days from the anniversary date of the 2018 Annual Meeting, in which event the by-laws provide different notice requirements. Any proposal of business or nomination should be mailed to: Gregory Barton, Secretary, WisdomTree Investments, Inc., 245 Park Avenue, 35th Floor, New York, New York 10167. The Nominating Committee will evaluate candidates for the position of director recommended by stockholders in the same manner as candidates from other sources and will determine whether to interview any candidates or seek any additional information.

Who should I call if I have any additional questions?

If you hold your shares directly, please call Gregory Barton at (212) 801-2080. If your shares are held in street name, please call the telephone number provided on your voting instruction form or contact your broker or nominee holder directly.

Policies on Reporting of Concerns Regarding Accounting and Other Matters and on Communicating with Non-Management Directors

The Board of Directors and the Audit Committee have adopted policies on reporting concerns regarding accounting and other matters and on communicating with the non-management directors. Any person, including any employee, who has a concern about the conduct of WisdomTree or any of its people, including with respect to accounting, internal accounting controls or auditing matters, may, in a confidential or anonymous manner, communicate that concern to Mr. Frank Salerno, the chairperson of the Audit Committee, who is the designated contact for these purposes. Contact may be made by writing to him care of the Audit Committee at the Company's offices at 245 Park Avenue, 35th Floor, New York, New York 10167, or by email at auditcommittee@wisdomtree.com. Any interested party, including any employee, who wishes to communicate directly with the presiding director of the executive sessions of our non-management directors, or with our non-management directors as a group, also may contact Mr. Salerno using one of the above methods.

Where You Can Find More Information

WisdomTree files annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any reports, statements, or other information that WisdomTree files at the SEC's public reference room at the following location: 100 F Street, N.E., Washington, D.C. 20549.

Please call the SEC at 1-800-732-0330 for further information regarding the operation of the public reference room. The Company's SEC filings are also available to the public from commercial document retrieval services and at the website maintained by the SEC at http://www.sec.gov. You may also read and copy any document WisdomTree files with the SEC on the Company's investor relations website at http://ir.wisdomtree.com by following the link for "Financial Information."

You should rely on the information contained in this document to vote your shares at the Annual Meeting. WisdomTree has not authorized anyone to provide you with information that is different from what is contained in this document. This document is dated , 2018. You should not assume that the information contained in this document is accurate as of any date other than that date, and the mailing of this document to stockholders at any time after that date does not create an implication to the contrary. This proxy statement does not constitute a solicitation of a proxy in any jurisdiction where, or to or from any person to whom, it is unlawful to make such proxy solicitations in such jurisdiction.

Incorporation by Reference

To the extent that this proxy statement has been or will be specifically incorporated by reference into any other filing of WisdomTree under the Securities Act of 1933 ("Securities Act") or the Exchange Act, the sections of this proxy statement entitled "Audit Committee Report" (to the extent permitted by the rules of the SEC) and "Compensation Committee Report" shall not be deemed to be so incorporated, unless specifically provided otherwise in such filing.

Important Notice Regarding Delivery of Stockholder Documents

In accordance with a notice sent to certain stockholders of WisdomTree common stock who share a single address, only one copy of this proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 is being sent to that address unless WisdomTree has received contrary instructions from any stockholder at that address. This practice, known as "householding," is designed to reduce the Company's printing and postage costs and help to conserve our natural resources. However, if any stockholder residing at such an address wishes to receive a separate copy of this proxy statement or our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, he or she may contact WisdomTree Investments, Inc., 245 Park Avenue, 35th Floor, New York, New York 10167, Attention: Investor Relations, Tel: (212) 801-2080, and WisdomTree will deliver those documents to such stockholder promptly upon receiving the request. Any such stockholder may also contact Investor Relations using the above contact information if he or she would like to receive separate proxy statements, annual reports or Notices of Internet Availability of Proxy Materials, as applicable, in the future. If you are receiving multiple copies of our annual reports and proxy statements, you may request householding in the future by contacting Investor Relations.

DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Board Composition

Our Board of Directors currently consists of seven members. Our certificate of incorporation andby-laws provide that the number of our directors shall be fixed from time to time by a resolution of a majority of our Board of Directors. Pursuant to our by-laws, the Board of Directors has fixed the number of directors at seven as of the date of this year's Annual Meeting of Stockholders. In accordance with Delaware law and the Company's certificate of incorporation and by-laws, the Board of Directors is divided into three staggered classes of directors of the same or nearly the same number. At each annual meeting of the stockholders, a class of directors will be elected for a three-year term to succeed the directors of the same class whose terms are then expiring. The terms of the directors will expire upon the election and qualification of successor directors at the annual meeting of stockholders to be held in 2018 for Class I directors, 2019 for Class II directors and 2020 for Class III directors. The following directors serve in Class I, II and III:

- Class I: Anthony Bossone, Bruce Lavine and Michael Steinhardt
- Class II: Steven Begleiter and Win Neuger
- Class III: Frank Salerno and Jonathan Steinberg

Any directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class shall consist of one third of the Board of Directors. The division of our Board of Directors into three classes with staggered three-year terms may delay or prevent stockholder efforts to effect a change of our management or a change in control.

Pursuant to the corporate governance guidelines adopted by the Board of Directors described below under "Corporate Governance Guidelines," the Company seeks directors who have high personal and professional integrity, judgment and ability. Our Nominating Committee is responsible for recommending criteria and qualifications for Board membership, identifying and evaluating potential director candidates and recommending to the Board those candidates to be nominated for election to, or fill vacancies on, the Board. The Nominating Committee will seek to identify, and the Board will select, director candidates who satisfy the criteria set forth in the director candidate guidelines included in the Nominating Committee's charter. Candidates are selected for, among other things, their knowledge, skills, abilities, independence, character, diversity, demonstrated leadership and experience useful to the oversight of our business in the context of the needs of the Board. Our Nominating Committee's and Board of Directors' priority in selecting Board members is identification of persons who will further the interests of our stockholders through his or her established record of professional accomplishment, the ability to contribute positively to the collaborative culture among Board members, and professional and personal experiences and expertise relevant to our growth strategy.

Directors

Our Board of Directors is divided into three staggered classes of directors of the same or nearly the same number. At the Annual Meeting, three individuals will be elected to serve as Class I Directors until their term expires in 2021, and until their successors are elected and qualified. During 2017, each of the nominees to the Board served as a Director.

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Class I Director Nominees whose terms, if elected, will expire in 2021:

Anthony Bossone
Age: 47
Director Since:
January 2009
Independent Committees:
Audit, Compensation

Mr. Bossone has been the Chief Financial Officer of Atlantic-Pacific Capital, Inc., a broker-dealer and global placement agent dedicated to raising capital for alternative investment funds, since 2003. From 2001 to 2003, Mr. Bossone was the Assistant Controller at SAC Capital Advisors, LLC, a hedge fund advisory firm, and from 1999 until 2001, Mr. Bossone served as an equity trader at Schonfeld Securities, LLC, a securities trading firm. Mr. Bossone began his career at PricewaterhouseCoopers LLP in 1993 where he was an audit manager until 1999. Mr. Bossone received his B.S. in Business and Economics with highest honors from Lehigh University and is a Certified Public Accountant. We believe Mr. Bossone's qualifications to serve on the Board of Directors include his financial and accounting expertise. The Board also benefits from his experience as an equity trader.

Bruce Lavine
Age: 51
Director Since:
January 2007

Mr. Lavine has been a Senior Strategy Advisor to Astoria Portfolio Advisors, an asset management firm that implements sophisticated institutional portfolio management strategies with ETFs for a variety of different client types, since October 2017. From January 2016 to May 2017, he was the Chief Executive Officer of 55 Capital, a similarly focused ETF centric firm. From August 2012 to February 2016, he served as our Vice Chairman (non-executive), and from May 2006 until August 2012 as our President and Chief Operating Officer. From 1998 to 2006, he was employed by Barclays Global Investors, an asset management firm, in the following positions: from 1998 to 1999, he served as Director, Financial Planning, Global Finance; from 1999 to 2003, he served as Chief Financial Officer, Director of New Product Development, U.S. iShares and Individual Investor Business; and from 2003 to May 2006 he served as Head of iShares Exchange Traded Funds, Europe. From 1995 to 1998, Mr. Lavine served as the Manager of Business Planning at Sequel, Inc., a computer hardware services company. From 1991 to 1994, Mr. Lavine was employed by Bristol-Myers Squibb Company, a pharmaceutical company, first as a financial associate and then as a senior treasury analyst. Mr. Lavine received a B.S. with distinction in Commerce and an M.B.A. in Finance from the University of Virginia. Mr. Lavine is a Chartered Financial Analyst. We believe Mr. Lavine's qualifications to serve on the Board of Directors include his many years of experience in senior management positions in the ETF industry and extensive knowledge of our business.

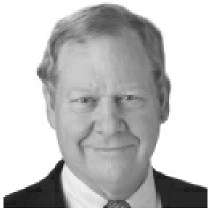
Michael Steinhardt
Age: 77
Director Since:
November 2004
Independent Committees:
Nominating

Mr. Steinhardt has served as our non-executive Chairman of the Board since November 2004. From 1967 through 1995, Mr. Steinhardt served as Senior Managing Partner of Steinhardt Partners, L.P., a private investment company, and related investment entities. In 1995, Mr. Steinhardt closed Steinhardt Partners and eliminated his involvement in managing client assets. He founded and now serves as President of Steinhardt Management Co., Inc., which currently manages his family office. Mr. Steinhardt currently devotes most of his time and financial resources to Jewish philanthropic causes, directed through The Steinhardt Foundation for Jewish Life for which he serves as Chairman. Mr. Steinhardt is the co-founder of Birthright Israel and is a major supporter. He also serves as Co-Chair of the Areivim Philanthropic Group. He also serves on the Board of Trustees of New York University and the Steinhardt Foundation. Mr. Steinhardt received his B.S. in Economics from The Wharton School of Business of the University of Pennsylvania. We believe Mr. Steinhardt's qualifications to serve on the Board of Directors include his extensive years of experience as a founder of a private investment management company. The Board also benefits from his perspective and knowledge of financial markets as well as his strategic vision.

Class II Directors whose terms expire in 2019:

Steven Begleiter
Age: 56
Director Since:
February 2011
Independent Committees: Nominating

Mr. Begleiter has served as Senior Principal at Flexpoint Ford, LLC, a private equity group focused on investments in financial services and healthcare, since October 2008. Prior to joining Flexpoint Ford, Mr. Begleiter spent 24 years at Bear, Stearns & Co. Inc., serving first as an investment banker in the Financial Institutions Group and then as Senior Managing Director and member of its Management and Compensation Committee from 2002 to September 2008. Mr. Begleiter also served as head of Bear, Stearns' Corporate Strategy Group. Mr. Begleiter has been a director of Great Ajax Corp. (NYSE: AJX), a mortgage REIT, since June 2014, and a director of MarketAxess Holdings Inc. (Nasdaq: MKTX), the operator of a leading electronic trading platform for fixed-income securities, and the provider of market data and post-trade services for the global fixed-income markets, since April 2012. Mr. Begleiter received his B.A. in Economics with honors from Haverford College. We believe Mr. Begleiter's qualifications to serve on the Board of Directors include his many years of experience in leadership positions in the financial services industry as well as his private equity experience. The Board also benefits from his extensive industry knowledge and perspectives on capital formation.



Win Neuger
Age: 68
Director Since:
July 2013
Independent Committees: Audit, Compensation, Nominating

Mr. Neuger is an independent investor and consultant. From July 2014 until June 2015, he served as Chairman of EcoAlpha Asset Management LLC, a private investment management company focused on investing in companies providing solutions to the global problems of burdened resources. From March 2012 until January 2013, Mr. Neuger served as Vice Chairman of the Board of Directors of PineBridge Investments, an independent asset manager offering investment opportunities in emerging and developed markets, and from March 2010 to March 2012, he served as its Chief Executive Officer and Chair of the Executive Committee. From January 2009 to March 2010, Mr. Neuger served as Executive Vice President of American International Group ("AIG"), an international insurance organization serving commercial, institutional and individual customers, as well as Chairman and Chief Executive Officer of AIG Investments, AIG's asset management company. Prior to January 2009, in addition to these positions, Mr. Neuger also served as Chief Investment Officer of AIG. Prior to AIG, Mr. Neuger served as both Managing Director, Fixed Income and, subsequently, as Managing Director, Global Equities at Bankers Trust Company. Before Bankers Trust, Mr. Neuger was Chief Investment Officer at Western Asset Management. Mr. Neuger also served as Head of Fixed Income at Northwestern National Bank. Mr. Neuger previously served on our Board of Directors from January 2007 to December 2009. He currently serves as Chairman of the Board of Directors of Neuger Communications Group, a private strategic marketing communications and public relations firm. Mr. Neuger received his A.B. from Dartmouth College and an M.B.A. from the Amos Tuck Graduate School of Business. We believe that Mr. Neuger's qualifications to serve on the Board of Directors include his prior service on our Board of Directors and familiarity with our business model and his years of experience in management positions in the asset management industry.

Class III Directors whose terms expire in 2020:

Frank Salerno
Age: 58
Director Since:
July 2005
Lead Independent Director
Committees: Audit, Compensation

Mr. Salerno was Managing Director and Chief Operating Officer of Merrill Lynch Investment Advisors – Americas Institutional Division, an investment advisory company, from July 1999 until his retirement in February 2004. Before joining Merrill Lynch, Mr. Salerno spent 18 years with Bankers Trust Company in various positions. In 1990, he assumed responsibility for Bankers Trust's domestic index management business and in 1995 he became Chief Investment Officer for its Structured Investment Management Group. Mr. Salerno received a B.S. in Economics from Syracuse University and an M.B.A. in Finance from New York University. Mr. Salerno served as a director and member of the audit committee and conflicts committee of K-Sea Transportation Partners, L.P., formerly a NYSE-listed company, from 2004 until its acquisition in 2011. We believe Mr. Salerno's qualifications to serve on the Board of Directors include his extensive years in senior management positions at large asset management firms as well as his service on the board of directors of another public company. The Board also benefits from his strategic insights on the asset management industry.

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Jonathan Steinberg
Age: 53
Director Since:
October 1988

Mr. Steinberg founded and has served as our Chief Executive Officer since October 1988 and since August 2012, he has also served as our President. He has been a member of our Board of Directors since October 1988, serving as Chairman of the Board of Directors from October 1988 to November 2004. He also served as Editor-in-Chief of *Individual Investor* and *Ticker*, two magazines formerly published by the Company. Mr. Steinberg, together with Luciano Siracusano, is responsible for the creation and development of our proprietary index methodology. Prior to founding WisdomTree, Mr. Steinberg was employed as an analyst in the Mergers and Acquisitions Department of Bear, Stearns & Co. Inc., an investment banking firm, from 1986 to 1988. Mr. Steinberg is the author of *Midas Investing*, published by Times Books, a division of Random House, Inc. in 1996. He attended The Wharton School of Business at the University of Pennsylvania. We believe Mr. Steinberg's qualifications to serve on the Board of Directors include his extensive knowledge of our business, his experience in founding and developing our fundamentally weighted index methodology, as well as his corporate and strategic vision, which provide strategic guidance to the Board. As our Chief Executive Officer and President, Mr. Steinberg provides essential insight and guidance to the Board from a management perspective.

Executive Officers

David Abner has served as our Head of WisdomTree Europe since August 2016 and became an Executive Vice President in January 2018. He joined the Company in April 2008 as Director of Institutional Sales and Trading. In January 2012, he was appointed Head of Capital Markets, a position he held until relocating to London in August 2016 to lead our European efforts. From February 2006 to March 2008, Mr. Abner was Head of ETF Trading Americas at BNP Paribas. Prior to that, he spent 14 years at Bear Stearns where he was Head of ETF Trading within the Equity Derivatives group. A renowned ETF expert, Mr. Abner has authored two books on the subject, *The ETF Handbook* (Wiley, 2010, 2016) and *The Visual Guide to ETFs* (Bloomberg, 2013). He is also the creator of the ETF Implied Liquidity function, one of the most widely-used metrics for determining the potential investable liquidity of an ETF. Mr. Abner received his M.S. in Management and a B.A. in Economics from the State University of New York at Stony Brook. Mr. Abner is 48 years old.

Gregory Barton has served as our Executive Vice President and Chief Legal Officer and Secretary since January 2018. From October 2012 to December 2017, he served as our Executive Vice President and Chief Operating Officer. Before joining the Company, Mr. Barton served as Executive Vice President, Business and Legal Affairs, General Counsel and Secretary of TheStreet, Inc., a financial media company, from June 2009 to July 2012, following his service as General Counsel and Secretary of Martha Stewart Living Omnimedia, Inc., a media and merchandising company, from October 2007 to August 2008. From October 2004 to October 2007, Mr. Barton served as Executive Vice President, Licensing and Legal Affairs, General Counsel and Secretary, and from November 2002 to October 2004, as Executive Vice President, General Counsel and Secretary, of Ziff Davis Media Inc., a technology media company. Preceding Ziff Davis, Mr. Barton served in a variety of positions at WisdomTree (then known as Individual Investor Group, Inc.) from August 1998 to November 2002, including President, Chief Financial Officer and General Counsel; and prior to that served from September 1996 to August 1998 as Vice President, Corporate and Legal Affairs, and General Counsel, and from May 1995 to September 1996 as General Counsel, of Alliance Semiconductor Corporation, an integrated circuit company. Mr. Barton was previously an attorney at the law firm of Gibson, Dunn & Crutcher LLP. From June 2006 through October 2012, Mr. Barton served as an Independent Trustee and Chairman of the Audit Committee for the WisdomTree Trust. Since June 2017, Mr. Barton has served as a director of Thesys Group, Inc., a financial technology company in which the Company has an investment, and since January 2014 has served as Chair of the Finance Committee of the Hoff-Barthelson Music School. Mr. Barton received a B.A. degree, summa cum laude, from Claremont McKenna College and a J.D. degree, magna cum laude, from Harvard Law School. Mr. Barton is 56 years old.

Stuart Bell has served as our Executive Vice President and Chief Operating Officer since January 2018. From October 2016 until December 2017, he served as our Director of International Business; in this capacity, he worked across all facets of our businesses in Europe, Japan and Canada where he helped drive operational alignment and execution of our strategic growth objectives. Mr. Bell joined the Company in September 2007 as Manager of Public Relations, adding to his responsibilities in January 2009 as Manager of Corporate Communications and Investor Relations, and thereafter from January 2012 to October 2016 as Director of Corporate Communications and Investor Relations. Before joining the Company, Mr. Bell worked at Sloane & Company, a strategic communications and investor relations firm. He received his B.A. in History, with departmental honors and honors in general scholarship, from Trinity College where he was Phi Beta Kappa and named the President's Fellow in History. Mr. Bell is 34 years old.

R. Jarrett Lilien has served as our Executive Vice President and Head of Emerging Technologies since November 2017. From November 2008 to December 2017, Mr. Lilien was a member of our Board of Directors and served on the Audit, Compensation and Nominating committees. Until November 2017, Mr. Lilien was the Managing Partner of Bendigo Partners, LLC, a financial services focused venture capital investing and advisory services firm he founded in 2008. From September 2012 to July 2014, Mr. Lilien served as the Chief Executive Officer of Kapitall Inc., an online investing platform. From 2003 to 2008, he served as President and Chief Operating Officer of E*TRADE Financial Corporation. In this role, he was responsible for the tactical execution of all of E*TRADE's global business strategies. Previously, he served as the President and Chief Brokerage Officer at E*TRADE Securities. In this capacity, Mr. Lilien reorganized the business, adding new product lines and providing innovative brokerage capabilities to its retail, institutional, and corporate clients around the world. With experience in more than 40 global markets, he was instrumental in developing a flexible infrastructure for E*TRADE's brokerage units designed to provide retail and institutional clients with seamless execution, clearing, and settlement. Prior to joining E*TRADE, Mr. Lilien spent 10 years as Chief Executive Officer at TIR (Holdings) Limited, a global institutional broker, which E*TRADE acquired in 1999. Mr. Lilien currently serves as President of the Jazz Foundation of America, is on the Board of Directors of Barton Mines Corporation and the Baryshnikov Arts Center, and is on the Advisory Board of WFUV FM Radio. In April 2015, he joined the Board of Directors of ITG (NYSE: ITG), an independent execution broker and research provider, and served as interim CEO from August 2015 until January 2016. Since November 2017, Mr. Lilien also has served on the Board of Directors of AdvisorEngine Inc., a customized end-to-end platform for financial advisors in which the Company originally invested in November 2016. Mr. Lilien received his B.A. in Economics from the University of Vermont. Mr. Lilien is 56 years old.

Kurt MacAlpine has served as our Executive Vice President and Global Head of Distribution since July 2015. Prior to joining the Company, Mr. MacAlpine was employed at McKinsey & Company between May 2006 and June 2015 in a variety of consulting roles. He was elected a Partner of McKinsey & Company in April 2013 and was the Leader of the North American Asset Management Practice. While at McKinsey & Company, Mr. MacAlpine managed global consulting teams in the asset management and wealth management industries on topics related to distribution, marketing, product development, international expansion, strategy and M&A. Since November 2016, Mr. MacAlpine also has served on the Board of Directors of AdvisorEngine. He has extensive experience working with domestic and foreign firms in North America, Asia and Europe. Mr. MacAlpine received his M.B.A. from Queen's University in Kingston, Ontario and his Bachelor of Commerce from Saint Mary's University in Halifax, Nova Scotia. Mr. MacAlpine is 36 years old.

Amit Muni has served as our Executive Vice President and Chief Financial Officer since March 2008. Prior to joining the Company, Mr. Muni served as Controller and Chief Accounting Officer of International Securities Exchange Holdings, Inc., an electronic options exchange, from 2003 until March 2008. Mr. Muni was Vice President, Finance, of Instinet Group Incorporated, an electronic agency broker-dealer, from 2000 to 2003. From 1996 until 2000, Mr. Muni was employed as a Manager of the Financial Services Industry Practice of PricewaterhouseCoopers LLP, an accounting firm. From 1991 until 1996, Mr. Muni was an accountant and a senior auditor for National Securities Clearing Corporation, a firm that provides centralized clearing, information and settlement services to the financial industry. Mr. Muni received a B.B.A. in Accounting from Pace University and is a Certified Public Accountant. Mr. Muni is 49 years old.

Luciano Siracusano III has served as our Executive Vice President and Chief Investment Strategist since March 2011. From October 2008 to May 2015, while serving as our Chief Investment Strategist, Mr. Siracusano also led our sales team as Director of Sales and Head of Sales. Prior to serving in those positions, Mr. Siracusano served as our Director of Research from 2001 until October 2008, and as a research analyst and editor of our various media publications from 1999 until 2001. Mr. Siracusano, together with Mr. Steinberg, was responsible for the creation and development of our fundamentally weighted index methodology. Prior to joining the Company in 1999, Mr. Siracusano was an Equity Analyst at Value Line, Inc., an investment research firm, from 1998 to 1999. Preceding his career in finance, Mr. Siracusano served as Special Assistant to HUD Secretary Henry Cisneros and as a Special Assistant to New York Governor Mario Cuomo. Mr. Siracusano received his B.A. in Political Science from Columbia University. Mr. Siracusano is 52 years old.

Peter M. Ziemba has served as our Executive Vice President – Senior Advisor to the CEO and Chief Administrative Officer since January 2018. He served as our Executive Vice President – Business and Legal Affairs from January 2008 to December 2017 and our Chief Legal Officer from March 2011 to December 2017. From April 2007 to March 2011, Mr. Ziemba served as our General Counsel. Prior to joining the Company, Mr. Ziemba was a partner in the Corporate and Securities department of Graubard Miller, which served as our primary corporate counsel, from 1991 to 2007, and was employed at that firm beginning in 1982. Mr. Ziemba is a member of the Advisory Board of WFUV FM Radio. Mr. Ziemba received his B.A. in History with university honors from Binghamton University and his J.D., cum laude, from Benjamin N. Cardozo School of Law. Mr. Ziemba served as a director of the Company from 1996 to 2003. Mr. Ziemba is 60 years old.

Jonathan Steinberg, our President and Chief Executive Officer and a member of our Board of Directors, is also an executive officer of the Company. His biographical information is set forth above in the description of the member of our Board of Directors.

Board Meetings

During 2017, the Board of Directors held 11 meetings and did not take any action by unanimous written consent. Each director attended at least 75% of all Board meetings and meetings of the Board committees on which they serve, except for Mr. Steinhardt. Our policy is for all our directors to attend our annual meeting of stockholders. All our directors except Mr. Steinhardt attended our 2017 Annual Meeting of Stockholders.

Board Independence

Nasdaq rules require listed companies to have a board of directors with at least a majority of independent directors. Our Board of Directors has determined that five of our seven directors are independent under the listing standards of the Nasdaq Stock Market. The members determined to be independent are Messrs. Begleiter, Bossone, Neuger, Salerno and Steinhardt. Under our corporate governance guidelines, directors are required to promptly inform the Lead Independent Director if the director becomes aware of any change in circumstances that may result in such director no longer being considered independent under the Nasdaq rules.

Lead Independent Director

Our Board of Directors believes that it is good corporate practice to designate one of our independent directors as Lead Independent Director. Mr. Salerno has held this designation since the position was established in 2008. The duties of our Lead Independent Director are as follows:

- serve as the intra-meeting liaison between our Board of Directors and management, and among the independent directors;

- serve as an ex-officio, non-voting member of each standing committee (of which he is not a member) of our Board of Directors;
- ensure that appropriate reports and information are circulated to the independent directors on a timely basis by management and others;
- lead our Board of Directors in the process of periodic reviews of the performance of the Chief Executive Officer, as well as in discussions regarding the Chief Executive Officer's reports on senior management performance and management succession issues and plans;
- chair meetings of the independent directors if the chairman is not present; and
- perform such other appropriate duties as the independent directors shall assign to him from time to time.

Board Leadership Structure

The Board of Directors has chosen to separate the roles of chairman of the Board of Directors and chief executive officer. Jonathan Steinberg is our President and Chief Executive Officer and Michael Steinhardt is our non-executive Chairman of the Board of Directors. We believe that separating these positions is optimal for WisdomTree because it allows Mr. Steinberg to focus on our day-to-day business, while allowing Mr. Steinhardt to focus on leadership of the Board of Directors in its fundamental role of providing advice to and independent oversight of management. Our Board of Directors recognizes the time, effort and energy that the chief executive officer is required to devote to his position in the current business environment, as well as the commitment required to serve as our chairman, particularly as the Board of Directors' oversight responsibilities continue to grow. While our by-laws and corporate governance guidelines do not require that our chairman and chief executive officer positions be separate, our Board of Directors believes that having separate positions is the appropriate leadership structure for us and demonstrates our commitment to good corporate governance. Our corporate governance guidelines provide that if the offices of the Chairman of the Board and Chief Executive Officer are combined, the Board will appoint either a non-executive chairman or a Lead Independent Director.

Role of the Board in Risk Oversight

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including risks relating to our operations, strategic direction and intellectual property as more fully discussed under "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as updated from time to time. Management is responsible for the day-to-day management of the risks we face, while our Board of Directors, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, our Board of Directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

The Board of Directors' role in overseeing the management of our risks is conducted primarily through committees of the Board of Directors, as disclosed in the descriptions of each of the committees below and in the charters of each of the committees. The full Board of Directors (or the appropriate board committee in the case of risks that are under the purview of a particular committee) discusses with management our major risk exposures, their potential impact on the Company and the steps we take to manage them. When a board committee is responsible for evaluating and overseeing the management of a particular risk or risks, the chairman of the relevant committee reports on the discussion to the full Board of Directors during the committee reports portion of the next board meeting. This enables our Board of Directors and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

Committees of Our Board of Directors

Our Board of Directors has an Audit Committee, a Compensation Committee and a Nominating Committee, each of which operates pursuant to a written charter adopted by our Board of Directors. As provided in its respective charters, each committee reviews its charter at least annually and recommends charter changes to the Board as appropriate. In June 2017, each of the Audit Committee, the Compensation Committee and Nominating Committee reviewed its charter and determined that no amendments were required. Membership on each committee is limited to independent directors as defined under the listing standards of the Nasdaq Stock Market. In addition, members of the Audit Committee also must meet the independence standards for Audit Committee members adopted by the SEC. Our Board of Directors may from time to time establish other committees. Charters for each of the Audit Committee, Compensation Committee and Nominating Committee are available on our investor relations website at http://ir.wisdomtree.com by following the link for "Corporate Governance," under the heading "Committee Charters." Our corporate governance guidelines provide that each independent director is expected, but not required, to serve on at least one committee. A director also may serve on more than one committee.

Audit Committee

Messrs. Bossone, Neuger and Salerno currently serve on the Audit Committee, which is chaired by Mr. Salerno. Mr. Lilien served on the Audit Committee until November 2017, when he became an executive officer of the Company and was replaced by Mr. Neuger. During 2017, the Audit Committee held nine meetings and did not take any action by unanimous written consent. Our Board of Directors has determined that each member of the Audit Committee is an "audit committee financial expert," as defined under the applicable rules of the SEC. The Audit Committee's responsibilities include:

- overseeing the accounting and financial reporting processes of the Company and the audits of the Company's financial statements;
- approving auditing and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
- monitoring, reporting to and reviewing with the Board of Directors regarding the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters;
- reviewing all related person transactions for potential conflict of interest situations and approving all such transactions; and
- taking, or recommending that the Board of Directors take, appropriate action to oversee the qualifications, independence and performance of the Company's independent auditor.

Compensation Committee

Messrs. Bossone, Neuger and Salerno currently serve on the Compensation Committee, which is chaired by Mr. Salerno. Mr. Lilien served on the Compensation Committee until November 2017, when he became an executive officer of the Company and was replaced by Mr. Bossone. During 2017, the Compensation Committee held nine meetings and acted by unanimous consent on two occasions. The Compensation Committee's responsibilities include:

- overseeing the administration of the Company's compensation programs;
- reviewing and discussing with the Board corporate succession plans for the CEO and other key officers of the Company;
- determining and approving the compensation of the Company's CEO;
- approving the compensation of the non-CEO executive officers and certain other senior employees;
- reviewing and making recommendations to the Board with respect to directors' compensation;

- exercising sole authority to retain, terminate and approve the compensation of any compensation consultants or other compensation advisers and determining the nature and scope of their assignments; and
- approving all discretionary bonuses for the Company's employees, advisers and consultants.

Nominating Committee

Messrs. Begleiter, Neuger and Steinhardt currently serve on the Nominating Committee, which is chaired by Mr. Steinhardt. Mr. Lilien served on the Nominating Committee until November 2017, when he became an executive officer of the Company. During 2017, the Nominating Committee held three meetings and did not take any action by unanimous written consent. The Nominating Committee's responsibilities include:

- recommending criteria and qualifications for Board membership;
- identifying and evaluating candidates for nomination for election to the Board of Directors or to fill vacancies on the Board of Directors;
- recommending that the Board of Directors select the director nominees for election at each annual meeting of stockholders;
- establishing a policy regarding the consideration of director candidates recommended by stockholders; and
- reviewing all stockholder nominations submitted to the Company.

Compensation Committee Interlocks and Insider Participation

Messrs. Bossone, Lilien, Neuger and Salerno served as members of the Compensation Committee during 2017. Mr. Lilien resigned from the Compensation Committee in November 2017 when he became an executive officer of the Company and was replaced by Mr. Bossone. None of the members of the Compensation Committee has been an officer of the Company and none were employees of the Company during 2017 and none had any relationship with the Company or any of its subsidiaries during 2017 that would be required to be disclosed as a transaction with a related person.

None of the executive officers of the Company has served on the board of directors or compensation committee of another company (or other board committee performing equivalent functions) at any time during which an executive officer of such other company served on the Company's Board of Directors or the Compensation Committee.

Corporate Governance Guidelines

The Board of Directors has adopted corporate governance guidelines to promote the effective functioning of the Board of Directors and its committees, and the continued implementation of good corporate governance practices. The corporate governance guidelines address matters including the role and structure of the Board of Directors, the selection, qualifications and continuing education of members of the Board of Directors, board meetings, non-employee director executive sessions, director service on other boards, board committees, management review and succession planning, non-employee director compensation and board and committee evaluations. The corporate governance guidelines are available on our investor relations website at http://ir.wisdomtree.com by following the link for "Corporate Governance," under the heading "Corporate Governance Guidelines."

Board and Committee Self-Evaluations

The Board conducts an annual self-evaluation to determine whether it and its committees are functioning effectively. The Board receives comments from all directors and executive officers and reports annually with an assessment of the Board's performance. The assessment focuses on the Board's contribution to the Company and specifically focuses on areas in which the Board or management believes that the Board could improve.

Code of Conduct

We have adopted a code of conduct that applies to all our employees, officers and directors, including those officers responsible for financial reporting. Our code of conduct is available on our investor relations website at http://ir.wisdomtree.com by following the link for "Corporate Governance," under the heading "Code of Conduct." We intend to disclose any amendments to this code, or any waivers of its requirements, on our website.

Stock Ownership Guidelines

Our Board of Directors has adopted stock ownership guidelines, which require executive officers and non-employee directors to maintain an ongoing ownership position in our common stock while providing them with flexibility in personal financial planning.

On an annual measurement date, which the Board has determined to be November 30th of each year ("Annual Measurement Date"), the dollar value of the base amount set forth below is converted into the number of shares required to be held to meet the guidelines until the next Annual Measurement Date.

Position	Base Amount
President and Chief Executive Officer	6X Base Salary
All other Executive Officers	3X Base Salary
Non-Employee Directors	5X Base Retainer

Shares of common stock owned by the executive officer or non-employee director directly, jointly or indirectly by a trust, partnership, limited liability company or other entity for the benefit of the executive officer or non-employee director, count toward satisfaction of the guidelines, as well as 50% of unvested restricted stock awards issued under the Company's equity incentive plans. Stock options (both vested and unvested) do not count toward satisfaction of the guidelines.

If an executive officer or non-employee director does not meet the guidelines on the Annual Measurement Date, he or she will not be permitted to sell or otherwise dispose of the Company's common stock (except for 50% of restricted stock awards as they vest to cover taxes) until the next Annual Measurement Date, and then only to the extent that his or her remaining holdings do not fall below the applicable requirement. The Compensation Committee has the authority to grant waivers on a case-by-case basis.

As of the last Annual Measurement Date in 2017, all our executive officers and non-employee directors met the guidelines other than Kurt MacAlpine and Win Neuger. Messrs. MacAlpine and Neuger both joined WisdomTree within the last five years. Additional detail regarding ownership of our common stock by our executive officers and non-employee directors is included in this proxy statement under the heading "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters – Stock Ownership Table."

Policy Regarding Short Sales, Derivatives, Hedging and Pledging

Our insider trading policy applies to all our employees, officers and directors, including our named executive officers. The policy prohibits these individuals from effecting "short sales" of our common stock. These individuals also may not trade in derivatives in our securities (such as put and call options) or engage in any other hedging transaction relating to our securities without prior Audit Committee approval. These individuals are also prohibited from holding shares of our common stock in margin accounts or pledging shares of our common stock as collateral for a loan without prior Audit Committee approval.

EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

Compensation Committee Report

The following report of the Compensation Committee shall not be deemed to be "soliciting material" or to otherwise be considered "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act or the Exchange Act except to the extent that the Company specifically incorporates it by reference into such filing.

The Compensation Committee of the Board of Directors of WisdomTree has reviewed and discussed with management the information contained in the "Compensation Discussion and Analysis" section of this proxy statement for the fiscal year ended December 31, 2017. Based upon that review and discussion, the Compensation Committee has recommended to the Board of Directors that the information set forth below under the heading "Compensation Discussion and Analysis" be included in this proxy statement.

Compensation Committee

Frank Salerno (Chairperson)	Anthony Bossone	Win Neuger

Compensation Discussion and Analysis

Overview

This Compensation Discussion and Analysis provides comprehensive information regarding our compensation programs and policies for our CEO, CFO and the next three highest compensated named executive officers (collectively, the "NEOs") for the year ended December 31, 2017. They are:

- Our Chief Executive Officer ("CEO"), Jonathan Steinberg;
- Our Chief Financial Officer ("CFO"), Amit Muni;
- Our Head of Emerging Technologies ("HET"), R. Jarrett Lilien;
- Our Global Head of Distribution ("GHD"), Kurt MacAlpine; and
- Our Chief Legal Officer ("CLO"), Peter M. Ziemba, who became our Senior Advisor to the CEO and Chief Administrative Officer effective January 1, 2018.

We believe we provide a competitive total compensation opportunity for our executive management team through a combination of base salary, cash incentive bonuses, equity compensation and broad-based benefits programs. This Compensation Discussion and Analysis explains the following:

- our compensation philosophy and objectives;
- our compensation process, including the roles our Compensation Committee, management and compensation consultant serve in the process;
- our policies and practices with respect to each compensation element; and
- 2017 compensation results.

Executive Summary

While our two largest ETFs continued to be out of favor with the market, our executive management team executed on strategic initiatives to diversify and stabilize our asset base by fostering deeper relationships through technology-driven solutions, increasing penetration within existing distribution channels and expanding into new distribution channels, continuing to grow our international business and offering innovative products. These initiatives included:

- *ETFS Acquisition* – In November 2017, we agreed to acquire ETF Securities' European exchange-traded commodity, currency and short-and-leveraged business. On April 11, 2018, we completed the acquisition, which immediately added diversification of our assets under management ("AUM") on an asset class and geographic basis, profitability to our existing business in Europe, and was financially accretive. Our management team sourced the acquisition and successfully negotiated a financially and strategically compelling transaction.
- *AdvisorEngine Inc.* – In December 2017, we facilitated the acquisition ofCRM-software provider Junxure by AdvisorEngine Inc., a customized end-to-end platform for financial advisors in which we own a significant minority interest. This transaction brings scale and client service expertise to transform AdvisorEngine's digital wealth ecosystem. As part of this transaction, we finalized terms for an option to acquire the remaining equity interests in AdvisorEngine, further solidifying our commitment to technology-enabled solutions to help advisors grow.
- *Advisor Solutions program* – In October 2017, we launched our Advisor Solutions program, which is focused on providing technology-enabled solutions to help financial advisors address technology challenges and grow and scale their businesses. The Advisor Solutions program includes wealth investment research and ETF education; portfolio construction services, which assist advisors in analyzing existing portfolios and providing alternative approaches to improve outcomes; access to ETF model portfolios, which are currently available on several platforms; practice management resources, including access to thought leaders in retirement planning, leadership and behavioral finance; and wealth management technology through AdvisorEngine. AdvisorEngine offers an array of distinct product offerings that provide advisors with new client prospecting tools, online client onboarding, institutional grade analytics, trading, performance reporting and billing. Its technology is distinctive in that it provides these features from an advisor-centric point of view, allowing advisors to deepen their engagement with clients and demonstrate the value of the advisory relationship.
- *Expanding distribution capabilities* – In October 2017, 72 of our U.S. listed ETFs were added to TD Ameritrade's expanded and enhanced commission-free ETF program, which allows for investors using the TD Ameritrade platform to purchase these ETFs without incurring the costs of trading commission fees. This commission-free access spans asset classes including equities, fixed income and alternatives, and includes a variety of investment categories in which we are a smart beta ETF provider. In January 2018, our commission-free ETF model portfolios became available on the TD Ameritrade Institutional Model Market Center, which offers financial advisors the ability to subscribe to third-party models and personalize portfolios according to their clients' unique needs.
- *Using technology to enhance distribution* – During June 2017, we collaborated with IBM's Advanced Analytics practice and global consulting agency Bluewolf, an IBM Company, to develop a cognitive customer-focused lead prioritization system leveraging IBM Watson to enhance our distribution efforts. The system evaluates data across structured and unstructured sources such as historical investment data, market data and investor activity history, extracting behavioral insights, and is designed to enable our sales and marketing teams to optimize outreach to our potential investor base.
- *M&A in Canada* – In November 2017, we acquired a suite of eight Canadian listed ETFs from Questrade, Inc., which represented approximately $77.4 million in AUM at closing. As part of the transaction, we became a premier provider of ETFs available for purchase on a commission-free basis on Questrade's self-directed platform, including all of our Canadian listed ETFs.
- *Launched innovative products* – We launched 5 new U.S. listed ETFs, 6 new Canadian listed ETFs, 2 new Boost ETPs and 1 new WisdomTree UCITs ETF.

While from an inflow perspective, we faced challenges, our executive management team remained focused on ensuring WisdomTree is best positioned to take advantage of the growth ahead for the ETF industry. Our compensation program appropriately balances rewarding our employees for both short-term and long-term performance. The Compensation Committee approved a total incentive compensation pool that was 93% of the targeted amount in accordance with our performance-based incentive plan which is discussed further below.

Our Compensation Philosophy and Objectives

Our compensation philosophy and objectives are primarily shaped by strategies targeted to achieve our long-term goals within the business environment in which we operate. We operate in a highly competitive and challenging business environment and we expect competition to continue and intensify. We directly compete with numerous other ETF sponsors and indirectly compete with other larger and multi-national traditional asset management companies. We compete on a number of factors, including the breadth and depth of our product offerings as well as the investment performance and fees of our ETFs. We believe our long-term success depends on our ability to continue to:

- innovate and introduce new ETFs and services for financial advisors to diversify and expand our product offerings;
- grow our market share of industry inflows to become one of the top five ETF sponsors in the world;
- leverage our existing product offerings;
- generate improved financial results; and
- employ the industry's most talented, professional and dedicated people at all levels within the Company.

The primary objectives of our compensation program are as follows:

- attract, retain, and motivate our professional, dedicated and expert employees in the highly competitive asset management industry;
- reward and retain employees whose knowledge, skills and performance are critical to our continued success;
- align the interest of all our employees with those of our stockholders by motivating them to increase stockholder value; and
- motivate our executives to manage our business to meet short-term and long-term objectives and reward them appropriately for meeting or exceeding them.

The following principles guide our compensation programs:

- **Pay-for-performance.** Our compensation programs are designed to reward our employees for their individual performance as well as the Company's performance. If an employee is a top-tier performer, he or she should receive higher rewards. Likewise, where individual performance falls short of expectations and/or the Company's financial performance declines, the programs should deliver lower levels of compensation. In addition, the objectives of pay-for-performance and retention must be balanced. Even in periods of temporary downturns in the Company's performance, our programs should continue to ensure that our successful, high-achieving employees will remain motivated and committed to us.
- **Every employee should be a stakeholder aligned with our stockholders.** We believe a key factor in our success has been and continues to be fostering an entrepreneurial culture where our employees act and think like our owners. As such, our compensation programs encourage stock ownership throughout our organization to align our employees' interests with our stockholders. Accordingly, our stock awards are long-term in nature.
- **Higher levels of responsibility are reflected in compensation.** Compensation is based on each employee's level of job responsibility. As employees progress to higher levels in our organization, an

increasing proportion of their pay is tied to the Company's long-term performance because they are more able to affect our results.

- **Competitive compensation levels.** Our compensation programs reflect the value of the position in the marketplace. To attract and retain a highly skilled work force, we must remain competitive with the pay of other premier employers who compete with us for talent.
- **Team approach.** We believe our success has been based on the coordinated efforts of all our employees working towards our common goals, not on the efforts of any one individual. As such, our compensation programs should be applied across the organization, taking into account differences in job responsibilities and marketplace considerations. Perquisites are rare and limited to those that are important to our employees' ability to safely and effectively carry out their responsibilities.
- **Align with long-term success**. We believe our compensation programs closely link incentive rewards to our long-term strategic priorities and successes and not to short-term excessive risk taking.

We believe we have designed our competitive compensation packages to incorporate the above principles and ensure that our executive compensation is aligned with corporate strategies and business objectives.

Components of Compensation

We have established the following components of compensation to satisfy our compensation objectives:

- base salary;
- annual incentive compensation;
- long-term equity compensation;
- benefit programs;
- severance benefits; and
- change in control benefits.

We believe these components provide competitive compensation packages recognizing and rewarding individual contributions; ensure that executive compensation is aligned with corporate strategies and business objectives; and promote the achievement of key strategic and operating performance measures.

Base Salary – We use base salary as a means of providing steady pay or a fixed source of compensation for our executive officers, allowing them a degree of certainty to attract and retain them. However, our Compensation Committee believes the majority of our executives' compensation should be earned through incentive compensation. The base salaries of our executive officers have been at a fixed level over the last several years. In January 2018, the Compensation Committee increased the base salaries for our executive officers to align with median industry pay levels.

Annual Incentive Compensation – Incentive compensation is awarded in cash and is used to motivate and reward our employees for achieving certain short-term operating, financial and other business goals as well as individual performance.

Long-Term Equity Compensation – Because short-term performance does not by itself accurately reflect our overall performance or the return realized by our stockholders, we grant equity awards to our employees as a long-term incentive. We believe that providing equity ownership:

- serves to align the interests of our employees with our stockholders by creating an ownership culture and a direct link between compensation and stockholder return;
- creates a significant, long-term interest for our employees to contribute to our success;

- aids in the retention of employees in a highly competitive market for talent; and
- allows employees to participate in our longer-term success through potential stock price appreciation.

In determining the appropriate mix of short-term and long-term incentive compensation to our executives, and all of our employees, our Compensation Committee and management believe that employees with higher authority, responsibility and ability to significantly influence our growth and profitability should receive their incentive compensation more weighted towards long-term equity to align their interest with our long-term success. As a result, incentive compensation paid to our CEO is more heavily weighted to long-term equity incentives, followed by our other executive officers.

Benefits and Perquisites – As stated in our compensation philosophy, our executive officers and Compensation Committee agree that perquisites should be rare and limited to those that are important to our employees' ability to safely and effectively carry out their responsibilities. Our executive officers are entitled to participate in directors' and officers' liability insurance, as well as the various benefits made available to our other employees, such as our group health plans, paid vacation and sick leave, basic life insurance, short- and long-term disability benefits and 401(k) plan with a Company matching contribution of up to 50% of eligible employee contributions.

Severance Benefits – Our NEOs and certain other executive officers are entitled to specified benefits in the event of termination of their employment under certain conditions, including partial acceleration of unvested equity awards and specified severance payments and benefits.

Change in Control Benefits – Our NEOs and certain other executive officers are entitled to specified benefits in the event of termination of their employment within 18 months after a change of control, including partial acceleration of unvested equity awards and cash severance payments and benefits. In addition, if a change of control occurs within 12 months following the executive officer's involuntary termination without cause or voluntary termination for good reason, all unvested equity awards will vest on the effective date of the change of control. We have provided more detailed information about these benefits, along with estimates of value under various circumstances, in the table below under "Potential Payments Upon Termination or Change in Control."

Our goal in providing severance and change in control benefits is to offer sufficient certainty in compensation such that our executive officers will focus their full time and attention on the requirements of the business rather than the potential implications for their respective positions. We believe these benefits assist in maintaining a competitive position in terms of attracting and retaining key executives, which is in the best interests of our stockholders.

Role of the Compensation Committee, Performance Evaluations and Management

The Compensation Committee, which is comprised entirely of independent directors, is responsible for the general oversight of our compensation policies and practices. The Compensation Committee also reviews the overall compensation structure and evaluates the overall performance of our executive officers in order to determine that compensation is fair, reasonable, competitive and consistent with our compensation philosophies and objectives based on their collective experiences and business judgment. The Compensation Committee engages an independent compensation consultant with respect to executive compensation.

The Compensation Committee specifically evaluates the performance of our CEO and, with input from our CEO, the overall performance of our other executive officers. The Compensation Committee also discusses the overall performance and compensation of our executives with members of our Board of Directors and presents them with information regarding compensation matters throughout the year as needed.

The Compensation Committee oversees the development, implementation and administration of our compensation programs, including all compensation plans adopted by the Board under which equity grants are made, determines and approves performance measures and goals and objectives relevant to the compensation program. In addition, the Compensation Committee evaluates the performance of the CEO in light of those goals and objectives, determines and approves the CEO's compensation based on this evaluation, reviews and approves the compensation of the non-CEO executive officers, reviews and approves all discretionary bonuses to our employees, and reviews and approves employment, severance, and change in control agreements as well as any other supplemental benefits provided to our executive officers and other senior employees under the Compensation Committee's purview. The Compensation Committee also reviews and makes recommendations to our Board of Directors with respect to directors' compensation. The Compensation Committee also works with our CLO to annually review and reassess the adequacy of its charter, proposing changes as necessary to our Board of Directors for approval.

Our management and executive officers play a critical and important role in setting or recommending compensation levels throughout our organization. Our CEO makes incentive compensation recommendations to the Compensation Committee for the executive officers other than the CEO. In considering the CEO's recommendations, the Compensation Committee evaluates results measured by the performance measures, goals and objectives of our compensation programs as well as qualitative factors to ensure that compensation is fair, reasonable, competitive and consistent with our compensation philosophies and objectives.

Management works with the Compensation Committee to design and develop compensation programs applicable to all our employees, including recommending changes to existing compensation programs and operational performance targets, preparing analyses of Company financial, operational data or other Compensation Committee briefing materials, analyzing industry data, and, ultimately, implementing the decisions of the Compensation Committee.

Use of Compensation Consultant

The Compensation Committee has retained Frederic W. Cook & Co., a compensation consultant, to provide objective advice on the pay practices, compensation plan design and the competitive landscape for compensation. WisdomTree pays the cost for Frederic W. Cook & Co.'s services. However, the Compensation Committee retains the sole authority to direct, terminate or continue Frederic W. Cook & Co.'s services. The compensation consultant also reviews and makes recommendations for the selection process and pay information used for market compensation benchmarking discussed below. The Compensation Committee has confirmed the independence of Frederic W. Cook & Co. in accordance with SEC and Nasdaq rules and has determined that their work has not raised any conflicts of interest.

Market Compensation Benchmarking

The Compensation Committee monitors relevant market and industry statistics on executive compensation as one of several factors it considers in determining compensation of our executive officers. In making compensation decisions, the Compensation Committee reviews:

Industry surveys – McLagan Partners, Inc., a compensation consulting firm for the financial services industry, prepares annual comprehensive compensation surveys for the asset management industry. These surveys consist of consolidated compensation information of publicly traded and private asset management firms.

Industry peers – Publicly disclosed pay information for certain publicly traded asset management firms that are generally similar in size, market capitalization, product offering or financial metrics as WisdomTree.

The Compensation Committee uses this information for compensation decisions to understand evolving pay trends at asset managers; however, the Compensation Committee recognizes that there are inherent limitations on the comparability and usefulness of the market data, including time lags, differences in scope of responsibilities, geographic differences and other factors. While the Compensation Committee believes such comparative information is useful, such data is intended solely to serve as a reference point to assist the Compensation Committee in its discussions and deliberations.

The Compensation Committee, working with its compensation consultant, reviews the appropriateness of the companies included in the industry peer group twice a year – first, at the beginning of the year, when determining the target pool, and second, at the end of the year, when determining year end compensation. The Compensation Committee will adjust the peer group based on metric changes of the peer group average relative to WisdomTree. Relevant metrics considered by the Compensation Committee include AUM, financial metrics, number of employees and market capitalization. The 2017 peer group is set forth below. There were no changes from the 2016 peer group; however, Calamos Asset Management and CIFC Corp. were removed from the end of the year analysis due to being acquired.

- Artisan Partners
- Calamos Asset Management
- CIFC Corp.
- Cohen & Steers
- Diamond Hill Investment
- Financial Engines
- GAMCO Investors
- Janus Capital Group
- Virtus Investment Partners
- Westwood Holding Group
- Waddell & Reed

Consideration of Results of Say-on-Pay Vote

Beginning with our 2012 Annual Meeting of Stockholders, and once every three years thereafter, we provide our stockholders with the opportunity to cast an advisory vote on compensation paid to our NEOs, or say-on-pay. At the 2015 Annual Meeting of Stockholders, oursay-on-pay proposal received strong support from stockholders, with 97% of our stockholders voting on say-on-pay casting a vote in favor of the proposal. Although the results of the say-on-pay vote are advisory and not binding on the Company, the Board of Directors or the Compensation Committee, the Board and the Compensation Committee value the opinions of our stockholders and the Compensation Committee reviews the outcome of our stockholders' advisory say-on-pay proposal in its evaluation and determination of executive compensation. The Compensation Committee considered the results of the stockholders' advisory vote at our 2015 Annual Meeting, and, in light of the strong support for our compensation programs evidenced by our say-on-pay results, decided to maintain our general approach to executive compensation and made no significant changes to our executive compensation program. At this Annual Meeting, we are providing our stockholders with the opportunity to cast an advisory vote on our fiscal year 2017 compensation paid to our NEOs. The Compensation Committee intends to review the outcome of this say-on-pay proposal in its evaluation and determination of executive compensation for fiscal year 2018.

2017 Incentive Compensation Program and Results

The Compensation Committee, together with its independent compensation consultant and management, created a formal performance-based incentive compensation program for 2017. This program was designed to determine the proper level of funding for WisdomTree's total incentive compensation pool relative to achieving certain quantitative metrics and qualitative results that incentivize growth. The achievement of quantitative metrics determines 50% of the Company's total incentive compensation pool with the remaining 50% determined at the discretion and judgment of the Compensation Committee based on qualitative results. This split reflects the Compensation Committee's desire for a more formulaic bonus plan while recognizing the need to apply some level of judgment in setting appropriate compensation levels to reflect the accomplishment of strategic objectives and individual performance.

The quantitative metrics chosen are important operational and financial measurements that our Board of Directors and investors use to measure the health of our business and relative success. Net inflows predominantly measure our ability to increase our AUM through our distribution, marketing, research and product development efforts. Market share of industry flows reflects the relative success of our net inflows as compared to our competitors. Our adjusted pretax margin measures our NEOs' ability to manage the Company's financial health and generate earnings for our stockholders. Total shareholder return measures how the Company's stock performed as compared to other publicly traded asset managers.

The median metrics are formulaic and derived using broad industry data for the asset management industry and ETF industry. As a result, the metrics may increase or decrease year over year. Achieving median metrics generates median compensation; therefore, our compensation plan is designed to reward management for achieving the metrics at a higher rate than the industry average.

Funding for the quantitative performance portion of the pool is between 0% and 200% of the median payout. The Compensation Committee can fund between 0% and 200% of the discretionary portion of the pool but intends in most years to target between 50% and 150% of median.

The payouts and actual results for 2017 are as follows:

% of Total Bonus Pool	Performance Metric		Bonus Payout (Threshold) 0%	Bonus Payout (Median) 100%	Bonus Payout (Max) 200%	2017 Actual
	Net inflows	Metric	$0	$5.3 billion	$10.6 billion	$0.2 billion
		Payout	$0	$4.3 million	$8.6 million	$0.2 million
	Market share of net inflows	Metric	0%	1.6%	3.2%	0.1%
		Payout	$0	$4.3 million	$8.6 million	$0.3 million
	Adjusted pre-tax margin	Metric	—	35.2%	—	33.9%
		Payout	$0	$4.3 million	$8.6 million	$4.2 million
	Total shareholder return	Metric	0 percentile	50th percentile	100th percentile	<50th percentile
		Payout	$0	$4.3 million	$8.6 million	$1.3 million
50%	Total performance		$0 million	$17.4 million	$34.7 million	$6.0 million
50%	Discretionary			$0 to $34.7 million		$26.3 million
					Total Pool	**$32.3 million**

Actual quantitative performance was significantly less than median. The discretionary amount was determined by the Compensation Committee using its business judgment, in consultation with its compensation consultant. The Compensation Committee did not allow temporary macro-driven sentiment to alter the Company's long-term vision and instead focused on significant strategic accomplishments during 2017 including:

- negotiating strategic acquisitions including the acquisitions of ETF Securities and Questrade;
- facilitating the acquisition of Junxure by AdvisorEngine and finalizing the terms to acquire the remaining equity interest in AdvisorEngine;
- developing an advisor solutions program with the end goal of generating net inflows into our ETFs;
- enhancing our distribution capabilities through strategic partnerships and the use of technology; and
- continuing to launch innovative products in all the markets in which we operate.

These initiatives are described in more detail in the Executive Summary above.

In recommending and determining the amount of incentive compensation and total compensation for our NEOs, our CEO and Compensation Committee primarily used their business judgment and considered:

- individual performance;
- the contribution of our NEOs in achieving the strategic initiatives described above;

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- retention;
- tenure at the firm;
- historical compensation;
- compensation survey data from McLagan and our publicly-traded asset manager peer group; and
- guidance from the Compensation Committee's compensation consultant.

Total Compensation

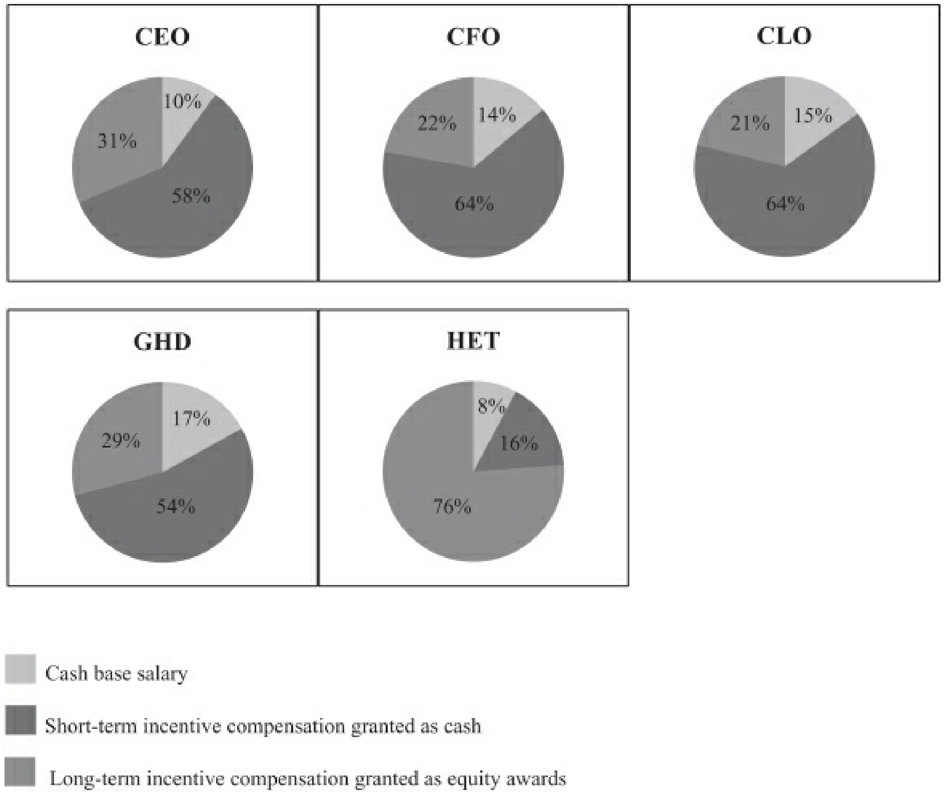
The table below reflects the total compensation granted in 2017 to our NEOs in a manner that the Compensation Committee used to evaluate total compensation. This table supplements the "2017 Summary Compensation Table" presented below, which is in a different format as required by the SEC:

NEO	Base	+	Incentive Compensation			=	Total Compensation	Sign-On Bonus
			Short-Term (Cash)	Long-Term (Stock)	Total			
Chief Executive Officer	$ 450,000		$ 2,600,000	$ 1,400,000	$ 4,000,000		$ 4,450,000	
Chief Financial Officer	$ 300,000		$ 1,345,000	$ 455,000	$ 1,800,000		$ 2,100,000	
Chief Legal Officer	$ 300,000		$ 1,280,000	$ 420,000	$ 1,700,000		$ 2,000,000	
Global Head of Distribution	$ 300,000		$ 975,000	$ 525,000	$ 1,500,000		$ 1,800,000	
Head of Emerging Technologies	$ 300,000		$ 65,000	$ 35,000	$ 100,000		$ 400,000	$ 3,470,000

Long-term equity awards were granted in January 2018 and in the form of restricted stock that will vest in equal annual installments over three years commencing on the first anniversary of the grant date. The values for the long-term equity awards represent the approximate accounting grant date fair values determined in accordance with U.S. generally accepted accounting principles.

R. Jarrett Lilien, our Head of Emerging Technologies, received aone-time sign-on bonus upon joining our Company as an executive officer. The award was comprised of $550,000 in cash and $2,920,000 in restricted stock which vests equally over three years from the date of grant.

As stated above in the section entitled "Our Compensation Philosophy and Objectives," those individuals with greater levels of authority and responsibility have a higher amount of their incentive compensation granted as equity. The following pie charts reflect the elements of total compensation for our NEOs as a percentage of their total compensation based on the chart above:



Risk Analysis of Compensation Policies and Programs

The Compensation Committee has reviewed our overall compensation policies and believes that these policies do not encourage excessive and unnecessary risk-taking and that the level of risk that they do encourage is not reasonably likely to have a material adverse effect on the Company. The design of the compensation policies and programs encourages employees to remain focused on both our short- and long-term goals. For example, while the cash bonus plan measures performance on an annual basis, the equity awards typically vest over a number of years, which we believe encourages employees to focus on sustained stock price appreciation, thus limiting the potential for excessive risk-taking. In addition, we maintain stock ownership guidelines for executive officers and directors as described in this proxy statement under the heading "Stock Ownership Guidelines," and prohibit hedging, pledging and similar transactions in our common stock by our employees, officers and directors as described in this proxy statement under the heading "Policy Regarding Short Sales, Derivatives, Hedging and Pledging."

Tax and Accounting Considerations

We evaluate the effect of accounting and tax treatment of particular forms of compensation on an ongoing basis and make appropriate modifications to compensation policies where appropriate. In 2014, our Board of Directors and stockholders approved the 2014 Annual Incentive Compensation Plan (“2014 Plan”), which was intended to meet the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended (“Code”). Prior to the Tax Cuts and Jobs Act (“Tax Act”), which became effective on January 1, 2018, Section 162(m) of the Code generally disallowed a tax deduction to a publicly-traded company for certain compensation in excess of $1,000,000 paid in any taxable year to the chief executive officer and the three other most highly compensated executive officers (other than the chief financial officer). In addition, qualifying performance-based compensation was not subject to the deduction limitation if specified requirements were met. We believe that certain awards made under the 2014 Plan were structured to comply with exemptions in Section 162(m) in place prior to the Tax Act so that certain compensation payable in 2017 under the 2014 Plan is tax-deductible to us. Effective for taxable years beginning after December 31, 2017, the Tax Act (1) expands the scope of Section 162(m) such that all NEOs are “covered employees” and anyone who was a NEO in any year after 2016 will remain a covered employee for as long as he or she (or his or her beneficiaries) receives compensation from the Company and (2) eliminates the exception to the deduction limit for performance-based compensation. Accordingly, compensation paid to our NEOs in excess of $1,000,000 will not be deductible unless it qualifies for the transition relief applicable to certain arrangements in place as of November 2, 2017, as described above.

The Compensation Committee believes that stockholder interests are best served if the Compensation Committee retains maximum flexibility to design executive compensation programs that meet stated business objectives. For these reasons, the Compensation Committee, while considering tax deductibility as a factor in determining executive compensation, may not limit such compensation to those levels that will be deductible, particularly in light of the expansion of the covered employee group and the elimination of the exception for performance-based compensation.

Due to the passage of the Tax Act, the Compensation Committee approved the acceleration of vesting of certain restricted stock awards held by our NEOs. These awards, which were scheduled to vest in January 2018, were accelerated to December 2017 in order for the Company to benefit from a higher tax deduction for these awards in 2017.

Employment Agreements

The compensation paid to our NEOs is governed by employment agreements, which are described in this proxy statement under the heading “Employment Agreements.”

Conclusion

After careful review and analysis, we believe that each element of compensation and the total compensation provided to our executive officers is reasonable and appropriate. The Compensation Committee believes that our compensation program gives our executives appropriate incentive to contribute to our long-term performance and believes that our compensation structure and practices encourage management to work as a team in an entrepreneurial culture for outstanding stockholder returns, without taking unnecessary or excessive risks. We believe the total compensation opportunities of our compensation packages will allow us to attract and retain talented executives who have helped and who will continue to help us grow as we look to the years ahead.

2017 Summary Compensation Table

The following table sets forth certain information with respect to compensation earned during the years indicated below by each NEO.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)(1)	Stock Awards ($)(2)	All Other Compensation ($)(3)	Total ($)
Jonathan Steinberg	2017	450,000	2,600,000	—	12,000	3,062,000
Chief Executive Officer	2016	450,000	—	5,001,991	12,000	5,463,991
and President	2015	450,000	4,093,000	1,979,983	12,000	6,534,983
Amit Muni	2017	300,000	1,345,000	125,000	9,000	1,779,000
Chief Financial Officer	2016	300,000	375,000	1,082,000	9,000	1,766,000
	2015	300,000	1,323,000	741,999	9,000	2,373,999
R. Jarrett Lilien	2017	29,615(4)	615,000	2,920,000(5)	—	3,564,615
Head of Emerging Technologies						
Kurt MacAlpine	2017	300,000	975,000	539,995	9,000	1,823,995
Global Head of Distribution	2016	300,000	360,000	699,995	9,000	1,368,995
	2015	150,000(6)	350,000	999,984(7)	—	1,499,984
Peter M. Ziemba	2017	300,000	1,280,000	125,000	12,000	1,717,000
Senior Advisor to the CEO and	2016	300,000	375,000	1,017,996	12,000	1,704,996
Chief Administrative Officer	2015	300,000	1,244,000	741,999	12,000	2,297,999
(formerly Chief Legal Officer)						

(1) Amounts reported for 2017 reflect bonuses earned in 2017 and paid in 2018; amounts reported for 2016 reflect bonuses earned in 2016 and paid in 2017; amounts reported for 2015 reflect bonuses earned in 2015 and paid in 2016. In addition, for Mr. MacAlpine in 2015 and Mr. Lilien in 2017, the respective amounts reported include sign-on bonuses of $350,000 and $550,000, respectively, paid pursuant to the terms of their respective employment agreements.

(2) Amounts reported include the aggregate accounting grant date fair value of awards made to our NEOs in the respective calendar year for services performed in the prior year and are computed in accordance with Financial Accounting Standards Board, or FASB, Accounting Standard Codification Topic 718 excluding estimated forfeitures related to service-based vesting. The assumptions used by us in the valuation of the equity awards are set forth in note 13 of the notes to our annual consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017.

(3) Represents the Company's 401(k) Retirement Plan matching contribution.

(4) Represents the pro rata portion of Mr. Lilien's annual base salary of $300,000 from the commencement date of his employment on November 27, 2017 through December 31, 2017. Amounts paid to Mr. Lilien in 2017 for service on the Board of Directors are reported in the "Director Compensation Table" below.

(5) Represents restricted stock award granted to Mr. Lilien on December 11, 2017, the date he resigned from the Board of Directors.

(6) Represents the pro rata portion of Mr. MacAlpine's annual base salary of $300,000 from the commencement date of his employment on July 1, 2015 to December 31, 2015.

(7) Represents a restricted stock award granted to Mr. MacAlpine on the commencement date of this employment.

CEO Pay Ratio

Our compensation and benefits philosophy and the overall structure of our compensation and benefits programs are broadly similar across the organization to encourage and reward all employees who contribute to our success. We strive to ensure that the pay of our employees reflects the level of their job impact and responsibilities and is competitive within our peer group. Compensation rates are benchmarked and are generally set to be market-competitive in the country in which the jobs are performed. Our ongoing commitment to pay equity is critical to our success in supporting a diverse workforce with opportunities for all employees to grow, develop and contribute.

As required by the SEC, we are providing disclosure about the relationship of the annual total compensation of our median employee to the annual total compensation of our CEO. The SEC rules for identifying the median employee and calculating the pay ratio allow companies to apply various methodologies and assumptions. Therefore, the pay ratio reported by us may not be comparable to the pay ratio reported by other companies. For 2017, the annual total compensation of our median employee, determined in accordance with the amounts presented in the "Total" column of the "2017 Summary Compensation Table," was $189,392. Our CEO's annual total compensation, as reported in the Total column of the 2017 Summary Compensation Table, was $3,062,000. Based on this information, the ratio of the annual total compensation of our CEO to the annual total compensation of our median employee is approximately 16 to 1. Our pay ratio estimate has been calculated in a manner consistent with SEC rules using the data and assumptions summarized below.

To identify our median employee, we first determined our employee population as of December 31, 2017, which represented 203 global full-time and part-time employees, excluding our CEO. We then measured the employee population's total compensation as viewed by our Compensation Committee, which is comprised of base salary, cash incentive compensation and long-term incentive compensation granted for the 2017 performance year. We annualized compensation for any employees who were employed for less than the full year and compensation paid in foreign currencies was converted to U.S. dollars based on a weighted average exchange rate for the relevant period.

Grants of Plan-Based Awards

The following table sets forth certain information with respect to stock awards granted to our NEOs during the year ended December 31, 2017.

Grants of Plan-Based Awards Table for the 2017 Fiscal Year

Name	Grant Date	All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards ($)(1)
Jonathan Steinberg	—	—	—
Amit Muni	1/25/2017	11,542	125,000
R. Jarrett Lilien	12/11/2017	250,000(2)	2,920,000
Kurt MacAlpine	1/25/2017	49,861	539,995
Peter M. Ziemba	1/25/2017	11,542	125,000

(1) Amounts reflect the aggregate accounting grant date fair value of awards granted to our NEOs in 2017 for services performed in the prior year and in the case of Mr. Lilien, a grant of 250,000 shares of restricted stock on the date he resigned from the Board of Directors, and are computed in accordance with FASB Accounting Standard Codification Topic 718 excluding estimated forfeitures related to service-based vesting. The assumptions used by us in the valuation of the equity awards are set forth in note 13 of the notes to our annual consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017.

(2) The restricted stock award granted to Mr. Lilien for service as anon-employee director in 2017 is reported in the "Director Compensation Table" below.

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Outstanding Equity Awards at Fiscal Year-End

The following table sets forth certain information with respect to outstanding options and stock awards held by our NEOs at December 31, 2017:

Outstanding Equity Awards at Fiscal Year-End 2017 Table

		Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options					
	Grant Date	Exercisable (#)	Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date(1)	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested ($)(3)
Jonathan Steinberg	1/27/16	—	—	—	—	147,290	1,848,490
Amit Muni	1/27/11	75,000	—	5.05	1/26/21(4)	—	—
	1/27/16	—	—	—	—	31,861	399,856
	1/25/17	—	—	—	—	7,695	96,572
R. Jarrett Lilien	6/20/17	—	—	—	—	10,214	128,186
	12/11/17	—	—	—	—	250,000	3,137,500
Kurt MacAlpine	7/1/15	—	—	—	—	14,913	187,158
	1/27/16	—	—	—	—	20,613	258,693
	1/25/17	—	—	—	—	33,241	417,175
Peter M. Ziemba	1/27/16	—	—	—	—	29,977	376,211
	1/25/17	—	—	—	—	7,695	96,572

(1) The expiration date for all options is the date that is ten years after the grant date.

(2) These unvested shares of restricted stock vest at a rate of 33 1/3% each year starting one year from the date of grant, subject to continued employment, except for the restricted stock award for 10,214 shares granted to Mr. Lilien on June 20, 2017 while serving as a non-employee director, which shares vest 100% on June 20, 2018. See “Potential Payments upon Termination or Change in Control” for a description of the acceleration provisions upon termination or change in control.

(3) The market value of such holdings is based on the closing price of $12.55 per share of our common stock as reported on December 29, 2017, the last trading day of 2017.

(4) This option vested at a rate of 25% of the shares of common stock underlying the option each year starting three years from the date of grant, subject to continued employment.

Option Exercises and Stock Vested

The following table sets forth, for each NEO, all share-based incentive plan awards that vested during the year ended December 31, 2017. Our NEOs did not exercise any option awards in 2017.

Option Exercises and Stock Vested Table for the 2017 Fiscal Year

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)(1)	Value Realized on Vesting ($)(1)(2)
Jonathan Steinberg	—	—	421,443	4,801,579
Amit Muni	—	—	110,047	1,258,218
R. Jarrett Lilien	—	—	9,487(3)	92,878
Kurt MacAlpine	—	—	72,757	829,994
Peter M. Ziemba	—	—	101,996	1,166,541

(1) Amounts include the accelerated vesting of the following restricted stock awards held by the NEOs that were scheduled to vest in January 2018 and were accelerated to December 2017: Mr. Steinberg – 184,841 shares ($2,319,755); Mr. Muni – 49,780 shares ($624,739); Mr. MacAlpine – 37,232 shares ($467,262); and Mr. Ziemba – 47,895 shares ($601,082).

(2) Amounts in this column were calculated by multiplying the number of shares acquired on vesting by the closing price of the Company's common stock on the vesting date. If the vesting date was a weekend or holiday, the prior business day was used to value the shares.

(3) Represents a restricted stock award granted to Mr. Lilien in 2016 for service as anon-employee director.

Employment Agreements

We have entered into employment agreements with each of the NEOs and certain other executive officers to serve for an indefinite term, and on an "at will" basis. The terms of the employment agreements for each of these executive officers are substantially identical except that for 2017, the annual base salary payable to each executive officer other than Mr. Steinberg was $300,000, with Mr. Steinberg receiving an annual base salary of $450,000. Beginning in 2018, the base salary for each of these executive officers other than Mr. Steinberg was increased to $375,000, and Mr. Steinberg's base salary was increased to $550,000. Each of these executive officers is eligible to receive such incentive compensation as may be determined by the Company's Board of Directors or Compensation Committee and to participate in standard Company benefit plans. The employment agreements contain employee confidentiality, assignment of inventions and non-solicitation of employees provisions, as well as non-competition provisions which are applicable as described below. Each of these executive officers also is entitled to the following benefits in the event of the termination of his employment:

Termination by the Company Without Cause or by the Executive Officer for Good Reason The employment agreements provide that if the executive officer is terminated by the Company other than for "cause" or if the executive officer resigns for "good reason" (each as defined in the employment agreements), the Company will pay the executive officer his base salary through the termination date and the earned but unpaid cash portion of his prior year incentive compensation. In addition, if (i) the executive officer is terminated by the Company other than due to his death or disability, or for "cause" or (ii) the executive officer resigns for "good reason" (each an "Involuntary Termination") and he (A) enters into and does not revoke a release agreement with the Company and (B) complies with a three-month restrictive covenant from the date of termination, the Company will pay the executive officer:

- one year's base salary ("Annual Base Salary");
- a pro rata portion of an amount equal to 50% of the incentive compensation that the executive officer would have received in the year of termination based upon the Company's performance ("Termination Year Cash Incentive Compensation"); and

- 50% of the average incentive compensation paid to the executive officer in the preceding three years ("Average Cash Incentive Compensation").

The Termination Year Cash Incentive Compensation will be paid when the Company pays incentive compensation for the termination year to non-terminated senior executives. The Annual Base Salary and Average Cash Incentive Compensation will be paid in substantially equal installments over a 12-month period. The executive officer also may elect to have the Company pay for COBRA insurance coverage for a one-year period following the date of termination.

The employment agreements also provide that any equity award that would have vested in the 12-month period that immediately follows the date of termination will vest immediately upon termination, and unvested awards will remain outstanding for 12 months following the date of termination. In addition, if a "change of control" (as defined in the employment agreements) occurs within 12 months after the date of Involuntary Termination, all equity awards will vest on the effective date of the change of control.

Involuntary Termination Within 18 Months After a Change of Control. In the event of an executive officer's Involuntary Termination within 18 months after a change of control of the Company, and the executive officer's (i) entry into and non-revocation of a release agreement with the Company and (ii) compliance with a 12-month restrictive covenant from the date of termination, the Company will pay the executive officer his salary through the termination date and the earned but unpaid cash portion of his prior year incentive compensation plus:

- an amount equal to 1.75 times the Annual Base Salary;
- a pro rata portion of the Average Cash Incentive Compensation based on the number of days the executive officer was employed during the year of termination; and
- an amount equal to 1.75 times the Average Cash Incentive Compensation.

Such amounts will be paid in one lump sum. The executive officer also may elect to have the Company pay for COBRA insurance coverage for a 21-month period following the date of termination. In addition, any equity award that would have vested in the 21-month period that immediately follows the date of termination will vest immediately.

Termination by the Company for Cause or Voluntary Resignation by the Executive Officer Without Good Reason. If the executive officer is terminated by the Company for cause or voluntarily resigns without good reason, the Company may elect to enforce a three-month restrictive covenant in consideration for which the Company will pay the Executive Officer: (i) 25% of the Annual Base Salary; (ii) an amount equal to 12.5% of the average incentive compensation paid to the Executive Officer in the preceding three years; and (iii) an amount equal to 25% of the value of any equity awards that would have vested in the one-year period following the date of termination if no termination had occurred. Such amounts will be paid in substantially equal installments over a three-month period. The executive officer also may elect to have the Company pay for COBRA insurance coverage for a three-month period following the date of termination.

Potential Payments upon Termination or Change in Control

As described above under "Employment Agreements," our NEOs and certain other executive officers are entitled to payments and benefits in the event of: (i) an Involuntary Termination; (ii) a termination of employment by the Company for cause or voluntary resignation by the executive officer without good reason; and (iii) an Involuntary Termination within 18 months after a change of control. This section is intended to discuss these post-employment payments to our NEOs, assuming the termination from employment occurred on December 31, 2017. Due to the number of factors that affect the nature and amount of any benefits provided upon the occurrence of the events discussed in this section, any actual amounts paid or distributed may be different. Factors that could affect these amounts include the timing during the year of any such event and our stock price.

	Involuntary Termination Without Cause or for Good Reason ($)	Termination for Cause or Voluntary Resignation Without Good Reason ($)	Involuntary Termination Within 18 Months After a Change of Control ($)
Jonathan Steinberg			
Severance Arrangements	5,928,737(1)	823,036(2)	8,593,753(3)
Acceleration of Restricted Stock	— (4)	—	1,848,490(5)
Total	5,928,737	823,036	10,442,243
Amit Muni			
Severance Arrangements	1,698,357(1)	259,560(2)	2,526,085(3)
Acceleration of Restricted Stock	— (4)	—	448,135(5)
Total	1,698,357	259,560	2,974,220
R. Jarrett Lilien			
Severance Arrangements	483,081(1)	379,368(2)	852,760(3)
Acceleration of Restricted Stock	1,174,015(4)	—	3,265,686(5)
Total	1,657,096	379,368	4,118,446(6)
Kurt MacAlpine			
Severance Arrangements	1,757,770(1)	311,700(2)	2,604,375(3)
Acceleration of Restricted Stock	187,158(4)	—	654,432(5)
Total	1,944,928	311,700	3,258,807(6)
Peter M. Ziemba			
Severance Arrangements	1,652,339(1)	253,601(2)	2,460,544(3)
Acceleration of Restricted Stock	— (4)	—	424,491(5)
Total	1,652,339	253,601	2,885,035

(1) Represents an amount equal to the sum of: (i) Annual Base Salary; (ii) Termination Year Cash Incentive Compensation; (iii) Average Cash Incentive Compensation; and (iv) the value of COBRA benefits for 12 months.

(2) Represents an amount equal to the sum of: (i) 25% of the Annual Base Salary; (ii) 12.5% of the average incentive compensation paid to the NEO in the preceding three years; (iii) 25% of the value of any equity awards that would have vested in the one-year period following the date of termination if no termination had occurred; and (iv) the value of COBRA benefits for three months. These amounts are only payable if we elect to enforce a three-month restrictive covenant as described under “Employment Agreements.”

(3) Represents an amount equal to the sum of: (i) 1.75 times the Annual Base Salary; (ii) the Average Cash Incentive Compensation; (iii) 1.75 times the Average Cash Incentive Compensation; and (iv) the value of COBRA benefits for 21 months.

(4) Represents the dollar value of restricted stock that would have vested in the12-month period following the date of termination based on the closing price of our common stock of $12.55 on December 29, 2017, the last trading day of 2017. In addition, if a change of control occurs within 12 months after the date of termination, all unvested equity awards will vest on the effective date of the change of control. The dollar value of all equity awards that would vest upon a change of control in the 12-month period following the date of termination based on the closing price of our common stock of $12.55 on December 29, 2017 is as follows: Mr. Steinberg – $1,848,490; Mr. Muni – $496,428; Mr. Lilien – $3,265,686; Mr. MacAlpine – $863,026; and Mr. Ziemba – $472,784.

(5) Represents the dollar value of restricted stock that would have vested in the 21-month period immediately following the date of termination based on the closing price of our common stock of $12.55 on December 29, 2017, the last trading day of 2017.
(6) This amount may be reduced to avoid the characterization of the total severance benefit as an excess parachute payment under Section 280G of the Internal Revenue Code.

Compensation of Non-Employee Directors

The Compensation terms for the non-employee members of the Board of Directors are as set forth in the following table:

Board Annual Cash Retainer(1)	$ 80,000
Annual Restricted Stock Awards(2)	$ 100,000
Independent Lead Director Cash Retainer	$ 60,000

Committee Service(1)	Chair	Member
Audit	$22,500	$12,500
Compensation	$35,000	$15,000
Nominating	$ —	$ 5,000

(1) The annual cash retainer is paid quarterly based on service during the prior quarter.
(2) Annual restricted stock award granted at the meeting of the Board of Directors immediately following the annual meeting of stockholders each year to all non-employee directors serving on that date that vests one year from the date of grant. The award is valued at $100,000 on the date of grant based on the closing price of our common stock on the date of grant.

2017 Director Compensation Table

The following table describes compensation paid to our non-employee directors in 2017. All of our directors are reimbursed for out-of-pocket expenses for attending meetings. Directors who are also employees of WisdomTree are not entitled to any compensation for their services as a director.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Total ($)
Steven Begleiter	85,000	99,995	184,995
Anthony Bossone	95,313	99,995	195,308
Bruce Lavine	80,000	99,995	179,995
R. Jarrett Lilien(1)	102,058	99,995	202,053
Win Neuger	102,344	99,995	202,339
Frank Salerno	197,500	99,995	297,495
Michael Steinhardt	85,000	99,995	184,995

(1) R. Jarrett Lilien resigned as a non-employee director effective December 11, 2017 in connection with his employment with the Company on November 27, 2017. Amounts paid to and earned by Mr. Lilien for his service as an employee in 2017 are set forth in the "2017 Summary Compensation Table" above.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Stock Ownership Table

The following table sets forth information regarding the beneficial ownership of shares of our common stock as of the record date (except as otherwise indicated in the footnotes) by (i) each person (including any "group" of persons as that term is used in Section 13d-3 of the Exchange Act) we know to be the beneficial owner of more than 5% of the outstanding shares of our common stock; (ii) each of our executive officers; (iii) each of our directors and director-nominees; and (iv) all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with Rule13d-3 under the Exchange Act. Except as otherwise indicated in the footnotes to the following table, we believe, based on the information provided to us, that the persons named in the following table have sole vesting and investment power with respect to the shares they beneficially own, subject to applicable community property laws. Unless otherwise noted, the business address of each of the persons and entities that beneficially own 5% or more of the outstanding shares of common stock is c/o WisdomTree Investments, Inc., 245 Park Avenue, 35th Floor, New York, NY 10167. We have based our calculation of the percentage of beneficial ownership on 153,109,878 shares of our common stock outstanding as of April 11, 2018, including shares of restricted stock issued to our employees but not yet vested.

In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we have included the shares the person has the right to acquire within 60 days of the date above, including through the exercise of any option, warrant or other right or conversion of any security. The shares that a stockholder has the right to acquire within 60 days, however, are not included in the computation of the percentage ownership of any other stockholder.

Beneficial Holder	Number	Percentage
Executive Officers		
David Abner(1)	317,680	0.2
Gregory Barton(2)	239,960	0.2
Stuart Bell(3)	128,449	0.1
R. Jarrett Lilien(4)	434,860	0.3
Kurt MacAlpine(5)	184,056	0.1
Amit Muni(6)	669,815	0.4
Luciano Siracusano III(7)	497,041	0.4
Jonathan Steinberg(8)	7,393,485	4.8
Peter M. Ziemba(9)	860,244	0.6
Directors		
Steven Begleiter(10)	140,671	0.1
Anthony Bossone(11)	173,186	0.1
Bruce Lavine(12)	152,268	0.1
Win Neuger(13)	36,002	*
Frank Salerno(14)	218,736	0.1
Michael Steinhardt(15)	10,845,915	7.1
All directors and executive officers as a group (15 persons)(16)	22,292,368	14.5
Other 5% or Greater Stockholders		
BlackRock, Inc.(17)	13,467,924	8.8
The Vanguard Group, Inc.(18)	11,230,175	7.3
ArrowMark Colorado Holdings LLC(19)	8,535,744	5.6
TimesSquare Capital Management, LLC(20)	8,403,900	5.5

* Less than 0.1%.

(1) Includes (i) 106,527 shares of restricted stock that do not vest within 60 days of the record date and are not transferable by Mr. Abner until they vest, but over which he exercises voting control and (ii) 150,000 shares of common stock issuable upon the exercise of currently exercisable options.

(2) Includes 60,973 shares of restricted stock that do not vest within 60 days of the record date and are not transferable by Mr. Barton until they vest, but over which he exercises voting power.

(3) Includes (i) 22,564 shares of restricted stock that do not vest within 60 days of the record date and are not transferable by Mr. Bell until they vest, but over which he exercises voting control and (ii) 85,000 shares of common stock issuable upon the exercise of currently exercisable options.

(4) Includes 263,080 shares of restricted stock that do not vest within 60 days of the record date and are not transferable by Mr. Lilien until they vest, but over which he exercises voting control.

(5) Includes 111,764 shares of restricted stock that do not vest within 60 days of the record date and are not transferable by Mr. MacAlpine until they vest, but over which he exercises voting control.

(6) Includes (i) 451,328 shares of common stock held in a joint account with Mr. Muni's spouse with whom he shares voting and dispositive power; (ii) 76,820 shares of restricted stock that do not vest within 60 days of the record date and are not transferable by Mr. Muni until they vest, but over which he exercises voting power; and (iii) 75,000 shares of common stock issuable upon the exercise of currently exercisable options.

(7) Includes (i) 93,529 shares of restricted stock that do not vest within 60 days of the record date and are not transferable by Mr. Siracusano until they vest, but over which he exercises voting control and (ii) 25,000 shares of common stock issuable upon the exercise of currently exercisable options.

(8) Includes (i) 798 shares of common stock owned by Mr. Steinberg's spouse with whom he may be deemed to share voting power; (ii) 16,889 shares of common stock held in a joint account with Mr. Steinberg's spouse with whom he shares voting power; and (iii) 261,950 shares of restricted stock that do not vest within 60 days of the record date and are not transferable by Mr. Steinberg until they vest, but over which he exercises voting control.

(9) Includes (i) 588,174 shares of common stock held in a joint account with Mr. Ziemba's spouse with whom he shares voting and dispositive power and (ii) 72,070 shares of restricted stock that do not vest within 60 days of the record date and are not transferable by Mr. Ziemba until they vest, but over which he exercises voting control.

(10) Includes 10,214 shares of restricted stock that vest within 60 days of the record date and are not transferable by Mr. Begleiter until they vest, but over which he exercises voting power.

(11) Includes 10,214 shares of restricted stock that vest within 60 days of the record date and are not transferable by Mr. Bossone until they vest, but over which he exercises voting control.

(12) Includes 10,214 shares of restricted stock that vest within 60 days of the record date and are not transferable by Mr. Lavine until they vest, but over which he exercises voting control. Excludes 15,000 shares of common stock held by the 2012 Bruce Lavine Irrevocable Trust for which Mr. Lavine does not possess any voting or dispositive power.

(13) Includes 10,214 shares of restricted stock that vest within 60 days of the record date and are not transferable by Mr. Neuger until they vest, but over which he exercises voting control.

(14) Represents (i) 208,522 shares of common stock held in a joint account with Mr. Salerno's spouse with whom he shares voting and dispositive power and (ii) 10,214 shares of restricted stock that vest within 60 days of the record date and are not transferable by Mr. Salerno until they vest, but over which he exercises voting power.

(15) Includes 10,214 shares of restricted stock that vest within 60 days of the record date and are not transferable by Mr. Steinhardt until they vest, but over which he exercises voting control. The business address of Mr. Steinhardt is 712 Fifth Avenue, 34^{th} Floor, New York, NY 10019.

(16) Includes an aggregate of 335,000 shares of common stock issuable upon the exercise of currently exercisable options held by the executive officers and directors included in this group.

(17) Information reported pursuant to a Schedule 13G/A filed with the SEC on January 23, 2018. Blackrock, Inc. has filed as a parent holding company or control person on behalf of certain subsidiaries, none of which individually own 5% or more of our outstanding common stock. The business address of Blackrock is 55 East 52^{nd} Street, New York, NY 10022.

(18) Information reported pursuant to a Schedule 13G/A filed with the SEC on February 9, 2018. The shares indicated in the table are beneficially owned by Vanguard in its capacity as investment adviser and are owned of record by its clients, except that Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, beneficially owns 216,206 shares as a result of its serving as an investment manager of collective trust accounts, and Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, beneficially owns 23,301 shares as a result of its serving as investment manager of Australian investment offerings. Vanguard reports that it has sole voting power with respect to 225,714 shares and shares voting power with respect to 13,793 shares, and that it has sole dispositive power with respect to 11,000,176 shares and shares dispositive power with respect to 229,999 shares. The business address of Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.

(19) Information reported pursuant to a Schedule 13G filed with the SEC on February 9, 2018. The business address of ArrowMark Colorado Holdings LLC is 100 Fillmore Street, Suite 325, Denver, Colorado 80206.

(20) Information reported pursuant to a Schedule 13G filed with the SEC on February 14, 2018. The shares indicated in the table are beneficially owned by TimesSquare Capital Management, LLC in its capacity as investment adviser and are owned of record by its clients. TimesSquare reports that in its capacity as investment adviser it has sole voting power with respect to 7,516,400 shares and sole dispositive power with respect to 8,403,900 shares. The business address of TimesSquare is 7 Times Square, 42nd Floor, New York, NY 10036.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers, directors and ten percent stockholders to file reports of ownership and changes in ownership with the SEC. The same persons are required to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of such forms furnished to us during the most recent fiscal year, we believe that all of our executive officers, directors and ten percent stockholders complied with the applicable filing requirements except for (i) Kurt MacAlpine, who filed one Form 4 late to report the surrender of 5,514 shares of common stock upon vesting of restricted stock to cover withholding taxes and (ii) Peter M. Ziemba, who filed one Form 4 late to report a bona fide gift of 5,600 shares of common stock.

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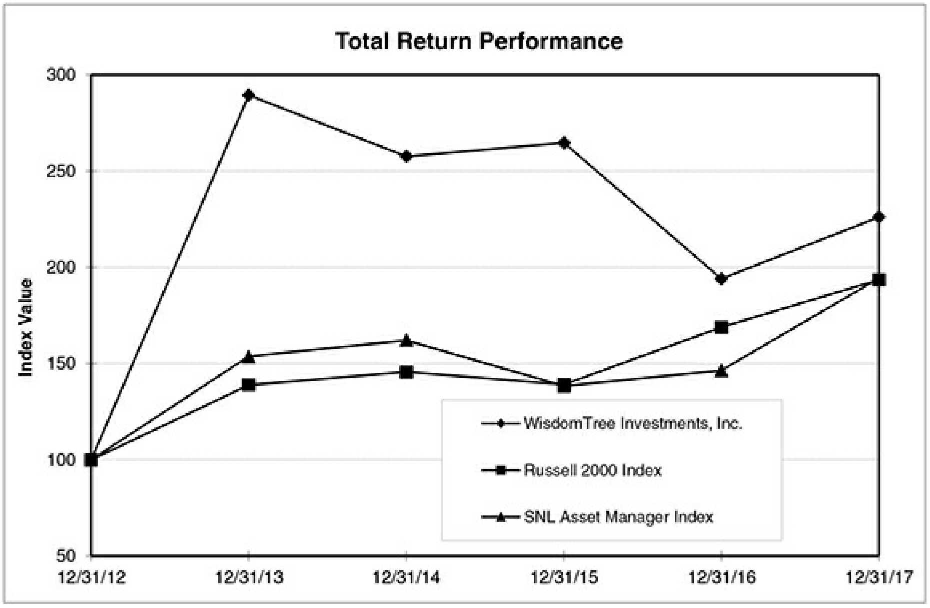
Performance Graph

The following graph presents total stockholder returns on an initial investment of $100 in our common stock on December 31, 2012, compared to an equal investment in the Russell 2000 Index and the SNL Asset Manager Index. The SNL Asset Manager Index is a composite of 35 publicly traded asset management companies prepared by S&P Global Market Intelligence (a company formed following the merger of SNL Financial and S&P Capital IQ). The stock price performance on the graph is not necessarily indicative of future price performance.



Index	Period Ending					
	12/31/12	12/31/13	12/31/14	12/31/15	12/31/16	12/31/17
WisdomTree Investments, Inc.	100.00	289.38	257.44	264.60	194.15	226.06
Russell 2000 Index	100.00	138.82	145.62	139.19	168.85	193.58
SNL Asset Manager Index	100.00	153.67	162.12	138.26	146.27	194.23

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Equity Compensation Plan Information

The table below sets forth information with respect to shares of common stock that may be issued under the Company's equity compensation plans as of December 31, 2017. Information is included for equity compensation plans approved by our stockholders and equity compensation plans not approved by our stockholders.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))(3) (c)
Equity compensation plans approved by security holders	1,058,828(1)	$ 2.80	9,311,894
Equity compensation plans not approved by security holders	100,000(2)	$ 2.26	—
Total	1,158,828	$ 2.75	9,311,894

(1) Represents shares issuable upon exercise of outstanding options that were issued pursuant to the Company's 2005 Performance Equity Plan.

(2) Represents currently exercisable, ten-year, non-plan options granted to one employee in January and February 2010 to purchase an aggregate of 100,000 shares of common stock at exercise prices of $2.25 and $2.26 per share (the closing sale price of our common stock on the dates of grant). These non-plan options are similar to options granted under our equity compensation plans and were granted outside of these plans when insufficient shares were available for grant under our plans.

(3) Represents shares available for issuance under the Company's 2016 Equity Plan.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Since January 1, 2015, there has not been, nor is there currently proposed, any transaction or series of similar transactions to which we were or are to be a party in which the amount involved exceeded or will exceed $120,000 and in which any of our directors or executive officers or holders of more than 5% or more of any class of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or material interest other than the transactions described below.

Stockholders' Agreement

We are a party to an Amended and Restated Stockholder's Agreement, dated December 21, 2006, between Michael Steinhardt and Jonathan Steinberg. Under this agreement, Mr. Steinberg agreed to give Mr. Steinhardt a right-of-first refusal to purchase any shares he intends to sell if he were to sell any of his shares in a private transaction.

Related Person Transactions Policy and Procedures

In accordance with its written charter, our Audit Committee conducts an appropriate review of all related party transactions for potential conflict of interest situations on an ongoing basis, and the approval of our Audit Committee is required for all related party transactions. The term "related person transaction" refers to any transaction required to be disclosed by us pursuant to Item 404 of Regulation S-K (or any successor provision) promulgated by the SEC, except that "related party transactions" do not include compensation or employment arrangements that we disclose in our proxy statement (or, if the related person is an executive officer, that we would disclose if such person was a named executive officer).

AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors has reviewed the Company's audited financial statements for the fiscal year ended December 31, 2017 and has discussed these statements with management and Ernst & Young LLP, the Company's independent registered public accounting firm. The Company's management is responsible for the preparation of the Company's financial statements and for maintaining an adequate system of disclosure controls and procedures and internal control over financial reporting for that purpose. Ernst & Young LLP is responsible for expressing an opinion on the conformity of the audited financial statements with generally accepted accounting principles, their judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee under generally accepted auditing standards. The Audit Committee is responsible for providing independent, objective oversight of the Company's accounting functions and internal controls.

The Audit Committee also received from, and discussed with, Ernst & Young LLP the written disclosures and other communications required under Public Company Accounting Oversight Board ("PCAOB") Auditing Standard 1301, *Communications with Audit Committees,* including among other things, the following:

- methods to account for significant unusual transactions;
- the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus;
- the process used by management in formulating particularly sensitive accounting estimates and the basis for the independent registered public accounting firm's conclusions regarding the reasonableness of those estimates; and
- disagreements with management regarding financial accounting and reporting matters and audit procedures.

Ernst & Young LLP also provided the Audit Committee with the written disclosures and the letter required by Rule 3526 of the PCAOB. PCAOB Rule 3526 requires independent registered public accounting firms annually to disclose in writing all relationships that in their professional opinion may reasonably be thought to bear on independence, to confirm their perceived independence and engage in a discussion of independence. The Audit Committee has reviewed this disclosure and has discussed with Ernst & Young LLP their independence from the Company.

Based on its discussions with management and our independent registered public accounting firm, and its review of the representations and information provided by management and our independent registered public accounting firm, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 for filing with the Securities and Exchange Commission.

No portion of this Audit Committee Report shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), through any general statement incorporating by reference in its entirety the proxy statement in which this Report appears, except to the extent that the Company specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed to be "soliciting material" or to be "filed" under either the Securities Act or the Exchange Act.

Members of the Audit Committee

Frank Salerno (Chairperson)	Anthony Bossone	Win Neuger

OVERVIEW OF PROPOSALS

This proxy statement contains five proposals requiring stockholder action. Proposal 1 requests the election of three directors to the Board. Proposal 2 requests the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. Proposal 3 requests approval of the issuance of shares of common stock upon conversion of the Company's Series A Non-Voting Convertible Preferred Stock issued in connection with the ETFS Acquisition representing more than 19.99% of the outstanding common stock or voting power of the Company for purposes of complying with Nasdaq Listing Rule 5635. Proposal 4 requests a vote on an advisory resolution to approve the compensation of the Company's named executive officers. Proposal 5 requests a vote on an advisory resolution on the frequency of future advisory votes to approve the compensation of the Company's named executive officers. Each proposal is discussed in more detail below.

PROPOSAL 1

ELECTION OF DIRECTORS

Nominees

The Nominating Committee recommended, and the Board of Directors nominated

- Anthony Bossone,
- Bruce Lavine and
- Michael Steinhardt

as nominees to stand for re-election as Class I directors for a three-year term until the 2021 Annual Meeting and until his successor is duly elected and qualified.

Unless otherwise instructed, the persons appointed in the accompanying form of proxy will vote the proxies received by them for these nominees, who are all presently directors of WisdomTree. WisdomTree has no reason to believe that any nominee will be unavailable for election at the Annual Meeting. If either of the nominees is unexpectedly not available to serve, proxies may be voted for another person nominated as a substitute by the Board of Directors. The term of office of each person elected as a director will continue until the 2021 annual meeting or until a successor has been elected and qualified, or until the director's earlier death, resignation or removal.

The section titled "Directors, Executive Officers and Corporate Governance – Directors" commencing on page 7 of this proxy statement contains information about the nominees' leadership skills and other experiences that caused the Nominating Committee and the Board of Directors to determine that these nominees should serve as directors of WisdomTree.

Vote Required

The affirmative vote of a plurality of the votes cast at the meeting will be required for the election of the Class I director nominees. Broker non-votes and votes withheld will not be treated as votes cast for this purpose and, therefore, will not affect the outcome of the election.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION TO THE BOARD OF DIRECTORS OF EACH OF THE ABOVEMENTIONED NOMINEES

PROPOSAL 2

RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. Ernst & Young LLP acted as the Company's independent registered public accounting firm for the Company for the year ended December 31, 2017. A representative of Ernst & Young LLP is expected to be present at the Annual Meeting with the opportunity to make a statement if he or she desires and to respond to appropriate questions.

The Company's organizational documents do not require that the stockholders ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm. The Company requests such ratification as a matter of good corporate practice. A majority of the votes properly cast is required for the approval of the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm, and brokers, bankers and other nominees have discretionary voting power on this routine matter. Accordingly, abstentions and broker non-votes will have no effect on the ratification. If the stockholders do not ratify the selection, the Audit Committee will reconsider whether to retain Ernst & Young LLP, but still may retain them. Even if the selection is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

Principal Accounting Fees and Services

The following table sets forth the fees paid or accrued by us for the audit and other services provided by Ernst & Young LLP during the years ended December 31, 2017 and 2016 (in thousands):

	2017	2016
Audit Fees(1)	$ 742	$760
Audit Related Fees(2)	571	40
Tax Fees	—	—
All Other Fees	—	—
Total Fees	$1,313	$800

(1) Audit fees relate to professional services rendered in connection with the audit of the Company's annual financial statements, quarterly review of financial statements included in the Company's statutory and regulatory filings, audit of our internal control over financial reporting and audits of the financial statements of certain consolidated subsidiaries.

(2) Fees related to services provided in connection with the Company's ETFS acquisition during the year ended December 31, 2017 and fees related to the audits of the Company's employee benefit plan during the years ended December 31, 2017 and 2016.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee pre-approves each audit and non-audit service rendered by Ernst & Young LLP to the Company, including the fees and terms thereof. The Committee may form and delegate authority to subcommittees of the Committee consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting pursuant to the Audit Committee Charter. In accordance with this policy, the Audit Committee pre-approved all fees described above before services were rendered.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

PROPOSAL 3

APPROVAL OF THE ISSUANCE OF SHARES OF COMMON STOCK UPON CONVERSION OF THE COMPANY'S SERIES A NON-VOTING CONVERTIBLE PREFERRED STOCK ISSUED IN CONNECTION WITH THE ETFS ACQUISITION REPRESENTING MORE THAN 19.99% OF THE OUTSTANDING COMMON STOCK OR VOTING POWER OF THE COMPANY FOR PURPOSES OF COMPLYING WITH NASDAQ LISTING RULE 5635

The ETFS Acquisition

On November 13, 2017, we and WisdomTree International Holdings Ltd ("WisdomTree International"), one of our indirect wholly owned subsidiaries, entered into a Share Sale Agreement with ETF Securities Limited ("ETF Securities"), as amended by the Waiver and Variation Agreement, dated April 11, 2018 (collectively referred to as the "Share Sale Agreement"), pursuant to which we agreed to acquire ETF Securities' European exchange-traded commodity, currency and short-and-leveraged business ("ETFS"). On April 11, 2018, we completed the acquisition of ETFS, which we refer to in this proxy statement as the "ETFS Acquisition," by purchasing the entire issued share capital of a subsidiary of ETF Securities into which ETF Securities transferred ETFS prior to completion of the ETFS Acquisition. ETFS had $17.6 billion of AUM as of April 10, 2018. With the addition of ETFS, our AUM increased to approximately $63.4 billion globally as of April 10, 2018. The ETFS Acquisition elevated WisdomTree to the ninth largest ETP sponsor globally and the largest global independent ETP provider based on AUM, with significant scale and presence in the U.S. and Europe, the two largest ETP markets.

Pursuant to the Share Sale Agreement, we acquired ETFS for a purchase price consisting of (a) $253.0 million in cash, subject to customary adjustments for working capital, and (b) a fixed number of shares of our capital stock, consisting of (i) 15,250,000 shares of common stock (the "Common Shares") and (ii) 14,750 shares of Series A Non-Voting Convertible Preferred Stock (the "Preferred Shares"), which are convertible into an aggregate of 14,750,000 shares of common stock, subject to certain restrictions as described below.

On April 11, 2018, we also entered into an Investor Rights Agreement with ETF Securities, pursuant to which, among other things, ETF Securities will be subject to lock-up, standstill and voting restrictions, and will receive certain registration rights, each as described below.

The information set forth in this Proposal 3 is qualified in its entirety by reference to the actual terms of the Share Sale Agreement, Certificate of Designations, Investor Rights Agreement and other agreements entered into in connection with the ETFS Acquisition, which are described in, or included as exhibits to, the following reports: (i) our Current Report on Form 8-K, filed with the SEC on November 17, 2018, (ii) our Annual Report on Form10-K for the year ended December 31, 2017, filed with the SEC on March 1, 2018 and (iii) our Current Report on Form 8-K, filed with the SEC on April 13, 2018.

Senior Secured Debt Financing

On April 11, 2018 and in connection with the ETFS Acquisition, we, WisdomTree International and certain of our subsidiaries party thereto as guarantors entered into a credit agreement (the "Credit Agreement") with the lenders party thereto and Credit Suisse AG, Cayman Islands Branch, as administrative agent, collateral agent, L/C Issuer and lender. Under the Credit Agreement, the lenders have extended a $200.0 million term loan (the "Term Loan") to WisdomTree International, the net cash proceeds of which were used by WisdomTree International, together with other cash on hand, to complete the ETFS Acquisition and pay certain related fees, costs and expenses, and made a $50.0 million revolving credit facility (the "Revolver" and, together with the Term Loan, the "Credit Facility") available to us and WisdomTree International for revolving borrowings from time to time for working capital, capital expenditures and general corporate purposes. Interest on the Term Loan accrues at a rate per annum equal to LIBOR, plus up to 2.00% (commencing at LIBOR, plus 1.75%), and interest on the Revolver accrues at a rate per annum equal to LIBOR, plus up to 1.50% (commencing at LIBOR, plus

1.25%), in each case, with the exact interest rate margin determined based on the Total Leverage Ratio (as defined below). The Revolver is also subject to a facility fee equal to a rate per annum of up to 0.50% of the actual daily amount the aggregate commitments (whether used or unused) under the Revolver, with the exact facility fee rate determined based on the Total Leverage Ratio. The Credit Facility matures on April 11, 2021 (the “Maturity Date”). The Term Loan does not amortize and the entire principal balance is due in a single payment on the Maturity Date.

The Credit Agreement includes a financial covenant that requires that we maintain a Total Leverage Ratio, calculated as of the last day of each fiscal quarter commencing with the fiscal quarter ending September 30, 2018, equal to or less than the ratio set forth opposite such fiscal quarter:

Fiscal Quarter Ending	Total Leverage Ratio
September 30, 2018	2.75:1.00
December 31, 2018	2.75:1.00
March 31, 2019	2.75:1.00
June 30, 2019	2.50:1.00
September 30, 2019	2.50:1.00
December 31, 2019	2.50:1.00
March 31, 2020	2.25:1.00
June 30, 2020	2.25:1.00
September 30, 2020 and each subsequent fiscal quarter ending on or before the Maturity Date	2.00:1.00

“Total Leverage Ratio” means, as of the last day of any fiscal quarter, the ratio of our and our restricted subsidiaries’ Consolidated Total Debt (as defined in the Credit Agreement) as of such date to our and our restricted subsidiaries’ Consolidated EBITDA (as defined in the Credit Agreement) for the four consecutive fiscal quarters ended on such date.

WisdomTree International’s obligations under the Term Loan and the Revolver are unconditionally guaranteed by us and certain of our subsidiaries and secured by a lien on substantially all of our, WisdomTree International’s and such subsidiaries’ present and future property and assets, in each case, subject to customary exceptions and exclusions. Our obligations under the Revolver are unconditionally guaranteed by certain of our wholly-owned domestic subsidiaries and secured by substantially all of our and such subsidiaries’ present and future property and assets, in each case, subject to customary exceptions and exclusions.

The Credit Agreement contains customary affirmative covenants for transactions of this type and other affirmative covenants agreed to by the parties, including, among others, the provision of annual and quarterly financial statements and compliance certificates, maintenance of property, insurance, compliance with laws and environmental matters. The Credit Agreement contains customary negative covenants, including, among others, restrictions on the incurrence of indebtedness, granting of liens, making investments and acquisitions, paying dividends, repurchasing our equity interests, entering into affiliate transactions and asset sales. The Credit Agreement also provides for a number of customary events of default, including, among others, payment, bankruptcy, covenant, representation and warranty, change of control and judgment defaults.

Series A Non-Voting Convertible Preferred Stock

General

On April 10, 2018, we filed a Certificate of Designations of Series A Non-Voting Convertible Preferred Stock with the Secretary of State of the State of Delaware establishing the rights, preferences, privileges, qualifications, restrictions, and limitations relating to the Preferred Shares. The Preferred Shares are intended to provide ETF Securities with economic rights equivalent to our common stock on an as-converted basis. The Preferred Shares have no voting rights, are not transferrable and have the same priority with regard to dividends, distributions and payments as our common stock.

Restrictions on Conversion of Preferred Shares

The Preferred Shares are convertible into 14,750,000 shares of our common stock, subject to the following restrictions:

- *Limitation on beneficial ownership*. As described in the Certificate of Designations, we will not issue, and ETF Securities will not have the right to require us to issue, any shares of common stock upon conversion of the Preferred Shares if, as a result of such conversion, ETF Securities (together with certain attribution parties) would beneficially own more than 9.99% of our outstanding common stock immediately after giving effect to such conversion.
- *Exchange Cap*. As described in the Certificate of Designations, we will not issue any shares of common stock upon conversion of the Preferred Shares if the issuance would, together with up to 4,000,000 shares of our common stock that we may, but are not obligated to, issue prior to December 31, 2018, exceed the aggregate number of shares of common stock that we may issue without breaching our obligations under Nasdaq Listing Rule 5635(a)(1), unless we obtain stockholder approval for the issuance of our common stock upon conversion of the Preferred Shares in excess of such amount. We refer to this limitation as the "Exchange Cap." Assuming the conversion of all the Preferred Shares, the maximum number of shares of common stock issuable upon conversion of the Preferred Shares subject to the Exchange Cap is 23,366,707 shares based on 136,901,984 shares of common stock outstanding as of November 13, 2017, the date of the Share Sale Agreement.

Redemption Rights

ETF Securities has the right to redeem the Preferred Shares under the following circumstances. However, we will not be obligated to make any such redemption payments to the extent such payments would be a breach of any covenant or obligation we owe to any of our secured creditors or is otherwise prohibited by applicable law.

- *Redemption right for failure to obtain stockholder approval.* If stockholder approval for the issuance of our common stock upon conversion of the Preferred Shares in excess of the Exchange Cap is not obtained by December 31, 2018, ETF Securities will have the right, at its option, to require us to redeem the 6,633 Preferred Shares subject to the Exchange Cap during the period ending on the earlier of (a) December 31, 2020 and (b) the date stockholder approval for the issuance of our common stock upon conversion of the Preferred Shares in excess of the Exchange Cap is obtained. Any such redemption will be at a price per Preferred Share equal to the dollar volume-weighted average price for a share of common stock for the 30-trading day period ending on December 31, 2018 multiplied by 1,000. Such redemption payments will be made in 12 equal installments no later than 10 business days following the last day of each of our 12 fiscal quarters beginning on the day following the date ETF Securities exercises such redemption right.
- *Other redemption rights unrelated to stockholder approval.* In the event that: (a) the number of shares of our common stock authorized by our certificate of incorporation is insufficient to permit us to convert all of the Preferred Shares requested by ETF Securities to be converted; or (b) ETF Securities does not, upon completion of a change of control of us, receive the same amount per Preferred Share as it would have received had each outstanding Preferred Share been converted into common stock immediately prior to the change of control, ETF Securities will have the right, at its option, to require us to redeem all the Preferred Shares specified to be converted during the period of time specified in the Certificate of Designations. Any such redemption will be at a price per Preferred Share equal to the dollar volume-weighted average price for a share of common stock for the 30-trading day period ending on the date of such attempted conversion or change of control, as applicable, multiplied by 1,000. Such redemption payment will be made in one payment no later than 10 business days following the last day of our first fiscal quarter that begins on a date following the date ETF Securities exercises such redemption right.

Investor Rights Agreement

On April 11, 2018 and in connection with the ETFS Acquisition, we entered into an Investor Rights Agreement with ETF Securities, pursuant to which, among other things:

- *Lock-Up*. Until July 6, 2019, without our prior written approval, ETF Securities may not dispose of any shares of our common stock or common stock equivalents; provided, however, that ETF Securities will not be prohibited from disposing up to: (i) 10,000,000 shares from and after July 11, 2018; and (ii) 20,000,000 shares from and after January 7, 2019.
- *Standstill*. Until the earliest to occur of: (a) the date the beneficial ownership of ETF Securities (together with certain attribution parties) collectively no longer represents at 5% of our outstanding common stock; (b) April 11, 2021; (c) the date a change of control of us is consummated; and (d) the date of certain corporate changes as more fully described in the Investor Rights Agreement, ETF Securities (together with certain attribution parties) will not engage in activities such as acting alone or in concert with others to seek to control our management, board of directors or policies, including, directly or indirectly, soliciting proxies for stockholder proposals.
- *Voting Restrictions*. Until the earliest to occur of: (a) July 11, 2019; (b) the date a change of control of us is consummated; and (c) the date of certain corporate changes as more fully described in the Investor Rights Agreement, ETF Securities will vote all our voting securities as to which ETF Securities is entitled to vote in accordance with the recommendation of our Board of Directors.
- *Registration Rights*. From and after July 11, 2018 until April 11, 2023, ETF Securities may request that we prepare and file a registration statement covering the resale of the Common Shares and the shares of our common stock issuable upon conversion of the Preferred Shares. In addition, from and after July 11, 2018, ETF Securities may request to sell all or any portion of the Common Shares and the shares of our common stock issuable upon conversion of the Preferred Shares pursuant to specified block trades, underwritten shelf takedowns and other private placements, in each case, subject to and in accordance with the limitations set forth in the Investor Rights Agreement. Under the Investor Rights Agreement, ETF Securities is also entitled to certain "piggyback" registration rights in connection with certain underwritten offerings of our common stock by us or certain of our existing stockholders.

Reasons for Requesting Stockholder Approval

Our common stock is listed on the Nasdaq Global Select Market, and we are subject to the Nasdaq listing standards set forth in its Listing Rules. Although we are not required under Delaware law to obtain stockholder approval in connection with the ETFS Acquisition, we are required under Listing Rule 5635(a)(1) to obtain stockholder approval to remove the Exchange Cap. This Proposal 3 is not seeking stockholder approval to complete the ETFS Acquisition or to issue the Common Shares or the Preferred Shares to ETF Securities since the ETFS Acquisition has been completed.

Listing Rule 5635(a)(1)

Listing Rule 5635(a)(1) requires stockholder approval prior to the issuance of securities in connection with the acquisition of the stock or assets of another company, where the common stock to be issued (a) has or will have upon issuance voting power of 20% or more of the outstanding voting power prior to the issuance or (b) is or will represent 20% or more of the outstanding common stock prior to the issuance.

Removal of Exchange Cap

Without the Exchange Cap, the maximum number of shares of our common stock issued in connection with the ETFS Acquisition and the number of shares of our common stock issuable upon conversion of the Preferred Shares is 30,000,000, or approximately 21.9% of our pre-issuance shares, based on 136,901,984 shares of our common stock outstanding as of November 13, 2017, the date of the Share Sale Agreement. The maximum number of shares of our common stock issued in connection with the ETFS Acquisition and issuable upon conversion of the Preferred Shares without exceeding the Exchange Cap under Listing Rule 5635(a)(1) is 23,366,707 shares. Accordingly, 6,633,293 shares represent the maximum number of shares of common stock issuable upon conversion of the 6,633 Preferred Shares subject to the Exchange Cap under Listing Rule 5635(a)(1). We therefore seek stockholder approval of this Proposal 3 to satisfy the requirements of Listing Rule 5635(a)(1) and the terms of the Certificate of Designations to permit the issuance of 6,633,293 shares of common stock upon the conversion of the 6,633 Preferred Shares subject to the Exchange Cap.

Effects if Proposal 3 is Approved

Upon approval of this Proposal 3, the Preferred Shares will become convertible in an amount in excess of the Exchange Cap and will no longer be subject to the redemption provisions related to stockholder approval described above. However, under the Certificate of Designations, ETF Securities will remain subject to the additional restriction that, after giving effect to any conversion of Preferred Shares, ETF Securities (together with certain attribution parties) may not beneficially own in excess of 9.99% of the shares of our common stock outstanding. The lock-up and other restrictions applicable to ETF Securities under the Investor Rights Agreement also will remain in place.

Effects if Proposal 3 is Not Approved

If we do not receive approval of this Proposal 3, the Preferred Shares will remain subject to the Exchange Cap and the redemption provisions related to stockholder approval described above unless stockholder approval to remove the Exchange Cap can be obtained at a future special meeting of our stockholders. The efforts to hold one or more special meetings would be costly and time-consuming, and would also divert management’s time and attention away from managing the business.

If our stockholders do not approve this Proposal 3 by December 31, 2018, ETF Securities may require us to redeem the 6,633 Preferred Shares subject to the Exchange Cap at a per share redemption price equal to the dollar volume-weighted average price for a share of common stock for the 30-trading day period ending on December 31, 2018 multiplied by 1,000. Based on the closing price of a share of our common stock as of April 11, 2018, such redemption amount would equal approximately $59.7 million in the aggregate.

Accordingly, the Board believes approval of Proposal 3 will allow us to meet our obligations under the Certificate of Designations and Nasdaq Listing Rule 5635.

Vote Required

A quorum being present, under Nasdaq Listing Rule 5635, the affirmative vote of a majority of the shares of our common stock present in person or by proxy at the Annual Meeting and entitled to vote thereon is required for stockholder approval of the proposal to approve, for purposes of complying with Nasdaq Listing Rule 5635, the issuance of shares of common stock upon conversion of the Preferred Shares issued in connection with the ETFS Acquisition representing more than 19.99% of our outstanding common stock or voting power, without the need for any limitation or cap on issuances. Abstentions will have the effect of a vote AGAINST the proposal. Broker non-votes will have no effect on the proposal.

We hereby notify our stockholders that, pursuant to Nasdaq Listing Rule 5635 and IM-5635-2 “*Interpretative Material Regarding the Use of Share Caps to Comply with Rule 5635*,” the shares of our common stock issued to ETF Securities in the ETFS Acquisition will not be entitled to vote to approve Proposal 3.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL OF THE ISSUANCE OF SHARES OF COMMON STOCK UPON CONVERSION OF THE COMPANY’S SERIES A NON-VOTING CONVERTIBLE PREFERRED STOCK ISSUED IN CONNECTION WITH THE ETFS ACQUISITION REPRESENTING MORE THAN 19.99% OF THE OUTSTANDING COMMON STOCK OR VOTING POWER OF THE COMPANY FOR PURPOSES OF COMPLYING WITH NASDAQ LISTING RULE 5635

PROPOSAL 4

VOTE ON AN ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS

The Board of Directors is committed to excellence in governance. As part of that commitment, and as required by Section 14A(a)(1) of the Exchange Act, the Board of Directors is providing the Company's stockholders with an opportunity to vote on an advisory resolution related to the compensation of the Company's named executive officers.

As described above under "Executive Compensation – Compensation Discussion and Analysis," we have developed a compensation policy that is designed to attract and retain key executives responsible for our success and motivate management to enhance long-term stockholder value. We believe our compensation policy strikes an appropriate balance between the implementation of responsible, measured compensation practices and the effective provision of incentives for our named executive officers to exert their best efforts for our success.

For the reasons discussed above, the Board of Directors unanimously recommends that stockholders vote "**FOR**" the following resolution:

"RESOLVED, that the Company's stockholders hereby approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's proxy statement for the 2018 annual meeting of stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other compensation related tables and disclosure."

As this vote is advisory, it will not be binding upon the Board of Directors or the Compensation Committee and neither the Board of Directors nor the Compensation Committee will be required to take any action as a result of the outcome of this vote. However, the Compensation Committee will carefully consider the outcome of this vote when considering future executive compensation policies.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS

PROPOSAL 5

VOTE ON AN ADVISORY RESOLUTION ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS

As part of the Board's commitment to excellence in corporate governance, and as required by the Section 14A(a)(2) of the Exchange Act, the Board of Directors is providing the Company's stockholders with an opportunity to provide an advisory vote to recommend whether the vote on the advisory resolution on the compensation of the Company's named executive officers should occur every one, two or three years.

The Board of Directors is not making a recommendation on this matter. Stockholders are not voting to approve or disapprove of this particular recommendation. Instead, the Notice of Internet Availability or proxy card provides for four choices and stockholders are entitled to vote on whether the advisory vote on executive compensation should be held every one, two, or three years, or to abstain from voting.

As this vote is advisory, the results will not be binding upon the Board of Directors and the Board of Directors may decide that it is in the best interest of our stockholders to hold an advisory vote on executive compensation more or less frequently than the frequency receiving the most votes cast by our stockholders. However, the Board of Directors will carefully consider the outcome of this vote when considering the frequency of future advisory votes on executive compensation.

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WISDOMTREE INVESTMENTS, INC.
ATTN: GREGORY BARTON - CHIEF LEGAL OFFICER
245 PARK AVENUE
35TH FLOOR
NEW YORK, NY 10167

SCAN TO VIEW MATERIALS & VOTE

VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above *Before The Meeting* - Go to **www.proxyvote.com**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to **www.virtualshareholdermeeting.com/wisdomtree18**

You may attend the Meeting via the Internet and vote during the Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E46319-P00889 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

WISDOMTREE INVESTMENTS, INC.

The Board of Directors recommends you vote FOR the following:

	For All	**Withhold All**	**For All Except**
1. Election of Directors	☐	☐	☐

To withhold authority to vote for any individual nominee(s), mark “For All Except” and write the number(s) of the nominee(s) on the line below.

____

Nominees:

01) Anthony Bossone
02) Bruce Lavine
03) Michael Steinhardt

	For	**Against**	**Abstain**
2. Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.	☐	☐	☐
3. Approval of the issuance of shares of common stock upon conversion of the Company’s Series A Non-Voting Convertible Preferred Stock issued in connection with the Company’s acquisition of the European exchange-traded commodity, currency and short-and-leveraged business of ETF Securities Limited representing more than 19.99% of the outstanding common stock or voting power of the Company for purposes of complying with Nasdaq Listing Rule 5635.	☐	☐	☐
4. Advisory vote on the compensation of the Company’s named executive officers.	☐	☐	☐

The Board of Directors does not have a recommendation for voting on the following proposal:	**3 Years**	**2 Years**	**1 Year**	**Abstain**
5. Advisory vote to determine the frequency of future advisory votes to approve the compensation of the Company’s named executive officers.	☐	☐	☐	☐

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

E46320-P00889

WISDOMTREE INVESTMENTS, INC.
Annual Meeting of Stockholders
June 19, 2018 at 11:00 AM, EDT

This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Gregory Barton and Amit Muni, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of WISDOMTREE INVESTMENTS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 11:00 AM, EDT on June 19, 2018, via live webcast at www.virtualshareholdermeeting.com/wisdomtree18, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side