

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

Form 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 22, 2019

WisdomTree Investments, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-10932
Commission
File Number:

13-3487784
(IRS Employer
Identification No.)

245 Park Avenue
35th Floor
New York, NY 10167
(Address of principal executive offices, including zip code)

(212) 801-2080
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	WETF	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition

On October 25, 2019, WisdomTree Investments, Inc. (the “Company”) issued a press release announcing its financial results for the three and nine months ended September 30, 2019. A copy of the press release containing this information is being furnished as Exhibit 99.1 to this Report on Form 8-K and is incorporated herein by reference.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section and shall not be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Effective October 22, 2019, Michael Steinhardt retired from the Company’s Board of Directors after serving as its Chairman for 15 years. Mr. Steinhardt’s retirement was not due to any disagreements with the Company’s management or the Board of Directors relating to the Company’s operations, policies or practices.

Also on October 22, 2019, Frank Salerno, the current lead independent director of the Board of Directors, was appointed to replace Mr. Steinhardt as Chairman. Mr. Salerno has been a member of the Board since July 2005, serving as lead independent director, chair of the Audit Committee and chair of the Compensation Committee during his tenure. He will continue to serve as a member of the Audit Committee and chair of the Compensation Committee following this appointment.

A copy of the press release containing this information is being furnished as Exhibit 99.2 to this Report on Form 8-K and is incorporated herein by reference.

Item 8.01. Other Events

On October 22, 2019, the Company’s Board of Directors declared a quarterly cash dividend of \$0.03 per share of common stock, payable on November 20, 2019 to stockholders of record as of the close of business on November 6, 2019. A copy of the press release issued in connection with the dividend is attached as Exhibit 99.1 to this Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

Exhibit 99.1 [Press Release, dated October 25, 2019](#)

Exhibit 99.2 [Press Release, dated October 23, 2019](#)

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WisdomTree Investments, Inc.

Date: October 25, 2019

By: /s/ Amit Muni
Amit Muni
Executive Vice President and Chief Financial Officer

WisdomTree Announces Third Quarter 2019 Results*\$4.2 million net income, or \$10.6 million net income, as adjusted**\$0.02 diluted EPS for the quarter, \$0.06 as adjusted**Declares \$0.03 quarterly dividend*

New York, NY – (GlobeNewswire) – October 25, 2019 – WisdomTree Investments, Inc. (NASDAQ: WETF), an exchange-traded fund (“ETF”) and exchange-traded product (“ETP”) sponsor and asset manager today reported net income of \$4.2 million or \$0.02 diluted EPS in the third quarter. Adjusted net income (a non-GAAP measure¹) was \$10.6 million¹ or \$0.06 diluted EPS¹. This compares to net income of \$22.0 million or \$0.13 diluted EPS (as adjusted, \$14.8 million¹ or \$0.09 diluted EPS¹) in the third quarter of last year and net income of \$2.5 million or \$0.01 diluted EPS (as adjusted, \$7.8 million¹ or \$0.05 diluted EPS¹) in the second quarter of 2019.

WisdomTree CEO Jonathan Steinberg said, “Our continued focus on technology has led to greater efficiency of our resources and an enhanced digital experience for our customers. Additionally, disciplined expense management led to significant improvement in operating margins and has enabled us to continue investing in market leading products and services.”

Steinberg continued, “With an increasing number of advisors looking to outsource asset allocation and portfolio construction, the development and distribution of our fully open architecture model portfolios remain a strategic priority for WisdomTree. We’ve made a key new hire for CIO of Model Portfolios who leads our Asset Allocation team and Investment Committee. We are also enhancing our relationship with Professor Jeremy Siegel in this space and intend to collaborate on model portfolios in the upcoming months. Model portfolios are an important aspect of our Advisor Solutions program along with portfolio construction tools, other technology tools, and access to practice management experts.”

	Three Months Ended			Change From	
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018	June 30, 2019	Sept. 30, 2018
<u>Consolidated Operating Highlights (\$, in billions):</u>					
AUM	\$ 60.0	\$ 60.4	\$ 59.1	(0.6%)	1.5%
Net inflows/(outflows)	\$ (0.7)	\$ 0.3	\$ (1.2)	n/a	45.7%
Average AUM	\$ 60.3	\$ 58.6	\$ 59.5	3.0%	1.4%
Average advisory fee	0.44%	0.45%	0.48%	-0.01	-0.04
<u>Consolidated Financial Highlights (\$, in millions, except per share amounts):</u>					
Operating revenues	\$ 67.7	\$ 66.3	\$ 72.6	2.1%	(6.7%)
Net income	\$ 4.2	\$ 2.5	\$ 22.0	67.5%	(81.2%)
Diluted earnings per share	\$ 0.02	\$ 0.01	\$ 0.13	\$ 0.01	\$ (0.11)
Operating income margin	23.8%	18.0%	29.9%	5.8	-6.1
<u>Non-GAAP¹:</u>					
Net income, as adjusted	\$ 10.6	\$ 7.8	\$ 14.8	36.2%	(28.1%)
Diluted earnings per share, as adjusted	\$ 0.06	\$ 0.05	\$ 0.09	\$ 0.01	\$ (0.03)
Operating income margin, as adjusted	24.1%	20.2%	30.5%	3.9	-6.4

Recent Business Developments

Company News

- In September 2019, we announced the appointment of Jarrett Lilien as WisdomTree’s President and Chief Operating Officer; and we announced the addition of Scott Welch as WisdomTree’s Chief Investment Officer – Model Portfolios.
- In October 2019, we announced the launch of our new website that has been re-engineered with enhanced functionality and more industry-leading tools; and we announced that Michael Steinhardt has retired from WisdomTree’s Board of Directors and Frank Salerno will replace him as Chairman of the Board.

Product News

- In September 2019, we announced the global launch of the WisdomTree Cloud Computing Fund (WCLD) in partnership with Nasdaq and Bessemer Venture Partners (BVP) and listed on the Nasdaq (US), the London Stock Exchange (LSE), the Borsa Italiana and the Deutsche Börse Xetra; we announced that two European WisdomTree UCITS ETFs – the WisdomTree Europe Equity Income UCITS ETF - Acc (EEIA) and the WisdomTree Europe SmallCap Dividend UCITS ETF - Acc (DFEA) – have been cross-listed in Mexico on the Mexican Stock Exchange, Bolsa de Mexicana de Valores (BMV); and we announced our plan to close and liquidate the WisdomTree Global ex-Mexico Equity Fund (XMX) to be completed in late October.
- In October 2019, we announced our 5 year anniversary since launching our first UCITS ETFs – WisdomTree US Equity Income UCITS ETF (DHS), WisdomTree US Small Cap Dividend UCITS ETF (DESE), WisdomTree Europe Equity Income UCITS ETF (EEIE) and WisdomTree Europe Small Cap Dividend UCITS ETF (DFEE) – on the London Stock Exchange (LSE); and we announced the completion of the final stage of integration of ETF Securities' European commodity, currency and short-and-leveraged ETP business. This includes the unification of 224 products under one WisdomTree brand and closure of 192 duplicative or extraneous products across our full product set.

Assets Under Management and Net Flows

Assets under management (“AUM”) were \$60.0 billion at September 30, 2019, up 1.5% from September 30, 2018 due to market appreciation and net inflows. AUM was down 0.6% from June 30, 2019 due to net outflows and fund closures associated with the rationalization of our product offering in Europe, partly offset by market appreciation.

Net outflows were (\$0.7) billion for the third quarter of 2019, primarily due to outflows from one of our fixed income products and two largest currency hedged products (HEDJ/DXJ), partly offset by inflows into our commodity, U.S. equity and emerging markets products. Outflows from HEDJ/DXJ were \$0.7 billion in the third quarter. On a year to date basis, net inflows were \$0.2 billion, or \$2.7 billion excluding outflows from HEDJ/DXJ.

Operating Revenues

Advisory Fees

Advisory fees of \$67.0 million decreased 6.5% from the third quarter of 2018 due to lower average AUM of our U.S. Business segment, partly offset by higher average AUM of our International Business segment. Advisory fees increased 2.1% from the second quarter of 2019 primarily due to higher average AUM of our International Business segment, partly offset by lower average AUM of our U.S. Business segment.

In addition, our average global advisory fee was 0.44%, 0.45% and 0.48% during the third quarter of 2019, second quarter of 2019 and third quarter of 2018, respectively. The change as compared to the second quarter of 2019 was due to a change in product mix of our International Business segment. The change as compared to the third quarter of 2018 was primarily due to a change in product mix globally.

Other Income

Other income of \$0.7 million decreased 20.1% from the third quarter of 2018 primarily due to lower creation/redemption fees of our International Business segment. Other income was essentially unchanged from the second quarter of 2019.

Margins

Gross margin for our U.S. Business segment was 80.8%¹ in the third quarter of 2019 as compared to 82.3%¹ in the third quarter of 2018 and 80.3%¹ in the second quarter of 2019. The decline as compared to the third quarter of 2018 was primarily due to lower revenue capture and lower average AUM. The increase as compared to the second quarter of 2019 was primarily due to cost savings achieved through recent vendor negotiations. Gross margin for our International Business segment was 72.6%¹ in the third quarter of 2019 as compared to 71.3%¹ in the third quarter of 2018 and 69.5%¹ in the second quarter of 2019. These increases were primarily due to higher revenues as well as lower fees from vendor negotiations.

Operating income margin on a consolidated basis was 23.8% in the third quarter of 2019 (as adjusted 24.1%¹) as compared to 29.9% in the third quarter of 2018 (as adjusted 30.5%¹) and 18.0% in the second quarter of 2019 (as adjusted 20.2%¹).

Operating Expenses

Total operating expenses were \$51.6 million for the third quarter of 2019, up 1.4% from the third quarter of 2018 and down 5.1% from the second quarter of 2019.

- Compensation and benefits expense increased 7.6% from the third quarter of 2018 to \$18.9 million due to higher incentive compensation. These expenses decreased 11.4% from the second quarter of 2019 due to lower headcount related expenses. In

addition, the second quarter of 2019 included severance expense of \$1.5 million. Headcount of our U.S. Business segment was 142, 143 and 151 and our International Business segment was 70, 71 and 76 at September 30, 2019, June 30, 2019 and September 30, 2018, respectively.

- Fund management and administration expense decreased 1.2% and 3.0% from the third quarter of 2018 and second quarter of 2019, respectively, to \$15.1 million. The decrease as compared to the third quarter of 2018 was primarily due to lower variable fees associated with lower average AUM of our U.S. Business segment, partly offset by higher average AUM of our International Business segment. The decrease as compared to the second quarter of 2019 was primarily due to cost savings achieved through recent vendor negotiations. We had 80 U.S. listed ETFs and 286 International listed ETPs at the end of the third quarter.
- Marketing and advertising expense decreased 6.7% from the third quarter of 2018 to \$3.0 million due to lower spending in our International Business segment. These expenses were essentially unchanged from the second quarter of 2019.
- Sales and business development expense increased 14.5% and 4.4% from the third quarter of 2018 and second quarter of 2019, respectively, to \$4.4 million primarily due to higher spending on sales related activities in our U.S. Business segment.
- Contractual gold payments expense increased 21.6% and 12.6% from the third quarter of 2018 and second quarter of 2019, respectively, to \$3.5 million. This expense was associated with the payment of 2,375 ounces of gold and was calculated using an average daily spot price of \$1,474, \$1,213 and \$1,310 per ounce during the third quarter of 2019, third quarter of 2018 and second quarter of 2019, respectively.
- Professional and consulting fees decreased 34.9% and 2.9% from the third quarter of 2018 and second quarter of 2019, respectively, to \$1.3 million due to lower spending on corporate consulting-related expenses.
- Occupancy, communications and equipment expense decreased 10.0% from the third quarter of 2018 to \$1.5 million due to the closure of our office in Japan. These expenses were essentially unchanged from the second quarter of 2019.
- Depreciation expense decreased 15.4% from the third quarter of 2018 to \$0.3 million primarily due to the closure of our office in Japan. This expense was essentially unchanged from the second quarter of 2019.
- Third-party distribution fees were essentially unchanged from the third quarter of 2018. These expenses decreased 21.7% from the second quarter of 2019 to \$1.5 million primarily due to lower fees paid for platform relationships.
- Acquisition-related costs decreased 58.3% from the third quarter of 2018 to \$0.2 million as the integration of ETFS is essentially complete. These expenses increased from the second quarter of 2019 due to the rationalization of our product offering in Europe following our acquisition of ETFS.
- Other expenses decreased 14.1% and 13.1% from the third quarter of 2018 and second quarter of 2019, respectively, to \$2.0 million due to lower levels of administrative spending.

Other Income/(Expenses)

- Interest expense increased 3.1% from the third quarter of 2018 and decreased 2.7% from the second quarter of 2019 to \$2.8 million due to changes in interest rates.
- We recognized a (loss)/gain on revaluation of deferred consideration of (\$6.3) million, \$7.7 million and (\$4.0) million during the third quarter of 2019, third quarter of 2018 and second quarter of 2019, respectively. The loss arose in the current quarter due to an increase in the price of gold and the steepening of the forward-looking gold curve when compared to the forward-looking gold curve on June 30, 2019, the date on which the deferred consideration was last measured. The magnitude of any gain or loss recognized is highly correlated to the magnitude of the change in the forward-looking price of gold.
- Interest income increased 11.1% from the third quarter of 2018 to \$0.8 million primarily due to higherpaid-in-kind interest on notes receivable from AdvisorEngine Inc. Interest income was essentially unchanged from the second quarter of 2019.
- Other gains, net were \$0.8 million, \$0.1 million and \$0.3 million during the third quarter of 2019, third quarter of 2018 and second quarter of 2019, respectively. Included in the third quarter of 2019 is a gain of \$0.4 million arising from the recognition of the foreign currency translation adjustment upon the liquidation of our Japan business. In addition, gains and losses generally arise from the sale of gold earned from management fees paid by our physically-backed gold ETPs, foreign exchange fluctuations, securities owned and other miscellaneous items.

Income Taxes

Our effective income tax rate for the quarter ended September 30, 2019 of 51.9% resulted in income tax expense of \$4.5 million. Our tax rate differs from the federal statutory tax rate of 21% primarily due to a valuation allowance on foreign net operating losses, a non-deductible loss on revaluation of deferred consideration, non-deductible executive compensation and state and local taxes, partly offset by a lower tax rate on foreign earnings.

Our adjusted effective income tax rate was 29.7%.

Nine Month Results

Our operating results for the current year are not directly comparable to the nine months ended September 30, 2018 due to our acquisition of ETFS, which was completed on April 11, 2018.

Total operating revenues decreased 3.3% to \$199.5 million for the nine months ended September 30, 2019 due to a 4bps decline in our average global ETP advisory fee and lower average AUM of our U.S. Business segment, partly offset by higher revenues earned from the ETFS acquired business, which were recognized for the entire nine months of 2019. Total operating expenses increased 2.5% to \$160.8 million due to higher expenses of the ETFS acquired business, which were recognized for the entire nine months of 2019. These items were partly offset by lower acquisition-related costs and lower non-compensation expenses of the U.S. Business segment.

Other income/(expenses) for the nine months ended September 30, 2019 includes (\$8.6) million of interest expense, a loss on revaluation of deferred consideration of (\$5.9) million, interest income of \$2.4 million, impairment of (\$0.6) million and other net losses of (\$3.5) million. Included within other net losses is a charge of \$4.3 million arising from the release of a tax-related indemnification asset which arose from tax exposures assumed from the ETFS acquisition. This item was recognized upon the expiration of the statute of limitations which occurred in the first quarter of 2019 and an equal and offsetting benefit was recognized in income tax expense. See the quarterly discussion above for additional information regarding the other gains and losses.

Balance Sheet

As of September 30, 2019, we had total assets of \$923.8 million which consisted primarily of intangible assets and goodwill of \$689.1 million, and cash and securities owned of \$109.7 million. There were approximately 154.8 million shares of our common stock outstanding as of September 30, 2019.

In addition, in connection with our capital management strategy we used \$15.0 million of available capital during the quarter to begin to pay down our long-term debt.

Quarterly Dividend

Our Board of Directors declared a quarterly cash dividend of \$0.03 per share of our common stock. The dividend will be paid on November 20, 2019 to stockholders of record as of the close of business on November 6, 2019.

Conference Call

WisdomTree will discuss its results and operational highlights during a conference call on Friday, October 25, 2019 at 9:00 a.m. ET. The all-in number will be (877) 303-7209. Anyone outside the U.S. or Canada should call (970) 315-0420. The slides used during the presentation will be available at <http://ir.wisdomtree.com>. For those unable to join the conference call at the scheduled time, an audio replay will be available on <http://ir.wisdomtree.com>.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements that are based on our management's beliefs and assumptions and on information currently available to our management. Although we believe that the expectations reflected in these forward-looking statements are reasonable, these statements relate to future events or our future financial performance, and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue" or the negative of these terms or other comparable terminology. These statements are only predictions. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which are, in some cases, beyond our control and which could materially affect results. Factors that may cause actual results to differ materially from current expectations include, among other things, the risks described below. If one or more of these or other risks or uncertainties occur, or if our

underlying assumptions prove to be incorrect, actual events or results may vary significantly from those implied or projected by the forward-looking statements. No forward-looking statement is a guarantee of future performance. You should read this press release completely and with the understanding that our actual future results may be materially different from any future results expressed or implied by these forward-looking statements.

In particular, forward-looking statements in this press release may include statements about:

- anticipated trends, conditions and investor sentiment in the global markets and ETPs;
- anticipated levels of inflows into and outflows out of our ETPs;
- our ability to deliver favorable rates of return to investors;
- competition in our business;
- our ability to develop new products and services;
- our ability to maintain current vendors or find new vendors to provide services to us at favorable costs;
- our ability to successfully operate and expand our business in non-U.S. markets; and
- the effect of laws and regulations that apply to our business.

Our business is subject to many risks and uncertainties, including without limitation:

- Declining prices of securities, precious metals and other commodities can adversely affect our business by reducing the market value of the assets we manage or causing WisdomTree ETP investors to sell their fund shares and trigger redemptions.
- Fluctuations in the amount and mix of our AUM, whether caused by disruptions in the financial markets or otherwise, may negatively impact revenues and operating margins, and may impede our ability to refinance our debt upon maturity, increase the cost of borrowing or result in our debt being called prior to maturity.
- Withdrawals or broad changes in investments in our ETPs by investors with significant positions may negatively impact revenues and operating margins.
- Competitive pressures could reduce revenues and profit margins.
- We derive a substantial portion of our revenues from a limited number of products, and as a result, our operating results are particularly exposed to investor sentiment toward investing in the products' strategies and our ability to maintain the AUM of these products, as well as the performance of these products and market-specific and political and economic risk.
- A significant portion of our AUM is held in ETFs that invest in foreign securities and we therefore have substantial exposure to foreign market conditions and are subject to currency exchange rate risks.
- Net outflows in our two largest currency hedged ETFs – the WisdomTree Europe Hedged Equity Fund and the WisdomTree Japan Hedged Equity Fund – have had, and in the future could continue to have, a negative impact on our revenues.
- Over the last few years, we have expanded our business globally. This expansion subjects us to increased operational, regulatory, financial and other risks.
- Many of our ETPs and ETFs have a limited track record, and poor investment performance could cause our revenues to decline.
- We depend on third parties to provide many critical services to operate our business and our ETPs and ETFs. The failure of key vendors to adequately provide such services could materially affect our operating business and harm WisdomTree ETP investors.

Other factors, such as general economic conditions, including currency exchange rate fluctuations, also may have an effect on the results of our operations. For a more complete description of the risks noted above and other risks that could cause our actual results to differ from our current expectations, please see the section entitled "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

The forward-looking statements in this press release represent our views as of the date of this press release. We anticipate that subsequent events and developments may cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. Therefore, these forward-looking statements do not represent our views as of any date other than the date of this press release.

About WisdomTree

WisdomTree Investments, Inc., through its subsidiaries in the U.S., Europe and Canada (collectively, “WisdomTree”), is an ETF and ETP sponsor and asset manager headquartered in New York. WisdomTree offers products covering equity, commodity, fixed income, leveraged and inverse, currency and alternative strategies. WisdomTree currently has approximately \$61.4 billion in assets under management globally.

WisdomTree® is the marketing name for WisdomTree Investments, Inc. and its subsidiaries worldwide.

¹ See “Non-GAAP Financial Measurements.”

Contact Information:*Investor Relations*

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WISDOMTREE INVESTMENTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(Unaudited)

	Three Months Ended			% Change From		Nine Months Ended		
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018	June 30, 2019	Sept. 30, 2018	Sept. 30, 2019	Sept. 30, 2018	%
Operating Revenues:								
Advisory fees	\$ 67,006	\$ 65,627	\$ 71,679	2.1%	-6.5%	\$ 197,473	\$ 203,913	-3.2%
Other income	712	666	891	6.9%	-20.1%	2,023	2,336	-13.4%
Total revenues	<u>67,718</u>	<u>66,293</u>	<u>72,570</u>	<u>2.1%</u>	<u>-6.7%</u>	<u>199,496</u>	<u>206,249</u>	<u>-3.3%</u>
Operating Expenses:								
Compensation and benefits	18,880	21,300	17,544	-11.4%	7.6%	61,481	55,677	10.4%
Fund management and administration	15,110	15,576	15,292	-3.0%	-1.2%	45,852	40,825	12.3%
Marketing and advertising	3,022	2,910	3,239	3.8%	-6.7%	8,612	10,212	-15.7%
Sales and business development	4,354	4,171	3,801	4.4%	14.5%	12,947	12,117	6.8%
Contractual gold payments	3,502	3,110	2,880	12.6%	21.6%	9,710	5,595	73.5%
Professional and consulting fees	1,259	1,296	1,934	-2.9%	-34.9%	4,037	5,130	-21.3%
Occupancy, communications and equipment	1,549	1,548	1,722	0.1%	-10.0%	4,715	4,659	1.2%
Depreciation and amortization	259	264	306	-1.9%	-15.4%	792	998	-20.6%
Third-party distribution fees	1,503	1,919	1,407	-21.7%	6.8%	5,822	4,798	21.3%
Acquisition-related costs	190	33	456	475.8%	-58.3%	536	10,446	-94.9%
Other	1,959	2,255	2,281	-13.1%	-14.1%	6,267	6,332	-1.0%
Total expenses	<u>51,587</u>	<u>54,382</u>	<u>50,862</u>	<u>-5.1%</u>	<u>1.4%</u>	<u>160,771</u>	<u>156,789</u>	<u>2.5%</u>
Operating income	16,131	11,911	21,708	35.4%	-25.7%	38,725	49,460	-21.7%
Other Income/(Expenses):								
Interest expense	(2,832)	(2,910)	(2,747)	-2.7%	3.1%	(8,634)	(5,103)	69.2%
(Loss)/gain on revaluation of deferred consideration – gold payments	(6,306)	(4,037)	7,732	56.2%	n/a	(5,939)	17,630	n/a
Interest income	799	818	719	-2.3%	11.1%	2,396	2,293	4.5%
Impairment	—	—	—	n/a	n/a	(572)	—	n/a
Other gains and losses, net	843	284	118	196.8%	614.4%	(3,500)	(644)	443.5%
Income before income taxes	<u>8,635</u>	<u>6,066</u>	<u>27,530</u>	<u>42.4%</u>	<u>-68.6%</u>	<u>22,476</u>	<u>63,636</u>	<u>-64.7%</u>
Income tax expense	4,483	3,587	5,481	25.0%	-18.2%	7,021	15,439	-54.5%
Net income	<u>\$ 4,152</u>	<u>\$ 2,479</u>	<u>\$ 22,049</u>	<u>67.5%</u>	<u>-81.2%</u>	<u>\$ 15,455</u>	<u>\$ 48,197</u>	<u>-67.9%</u>
Earnings per share – basic	\$ 0.02	\$ 0.01	\$ 0.13			\$ 0.09	\$ 0.31	
Earnings per share – diluted	\$ 0.02	\$ 0.01	\$ 0.13			\$ 0.09	\$ 0.31	
Weighted average common shares – basic	151,897	151,818	150,892			151,782	145,149	
Weighted average common shares – diluted	167,163	167,249	166,622			166,944	155,584	

WISDOMTREE INVESTMENTS, INC. AND SUBSIDIARIES
SEGMENT INFORMATION
(in thousands)
(Unaudited)

The following tables set forth the pre-tax operating results for our U.S. Business and International Business segments.

U.S. Business Segment

	Three Months Ended			% Change From		Nine Months Ended		
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018	June 30, 2019	Sept. 30, 2018	Sept. 30, 2019	Sept. 30, 2018	% Change
Operating Revenues:								
Advisory fees	\$41,950	\$43,070	\$50,216	-2.6%	-16.5%	\$127,537	\$158,665	-19.6%
Other income	81	76	173	6.6%	-53.2%	263	482	-45.4%
Total revenues	<u>42,031</u>	<u>43,146</u>	<u>50,389</u>	<u>-2.6%</u>	<u>-16.6%</u>	<u>127,800</u>	<u>159,147</u>	<u>-19.7%</u>
Operating Expenses:								
Compensation and benefits	14,531	16,696	13,040	-13.0%	11.4%	48,006	43,937	9.3%
Fund management and administration	8,072	8,505	8,915	-5.1%	-9.5%	24,917	26,690	-6.6%
Marketing and advertising	2,411	2,336	2,469	3.2%	-2.3%	6,909	8,299	-16.7%
Sales and business development	3,124	2,867	2,778	9.0%	12.5%	9,350	9,679	-3.4%
Professional and consulting fees	908	1,055	1,544	-13.9%	-41.2%	3,035	4,003	-24.2%
Occupancy, communications and equipment	1,215	1,211	1,423	0.3%	-14.6%	3,709	3,957	-6.3%
Depreciation and amortization	238	242	282	-1.7%	-15.6%	726	935	-22.4%
Third-party distribution fees	1,404	1,867	1,398	-24.8%	0.4%	5,609	4,668	20.2%
Acquisition-related costs	—	—	247	n/a	n/a	11	8,217	-99.9%
Other	1,574	1,628	1,678	-3.3%	-6.2%	4,788	5,057	-5.3%
Total expenses	<u>33,477</u>	<u>36,407</u>	<u>33,774</u>	<u>-8.0%</u>	<u>-0.9%</u>	<u>107,060</u>	<u>115,442</u>	<u>-7.3%</u>
Operating income	8,554	6,739	16,615	26.9%	-48.5%	20,740	43,705	-52.5%
Other Income/(Expenses):								
Interest expense	(197)	(194)	(196)	1.5%	0.5%	(583)	(369)	58.0%
Interest income	793	818	719	-3.1%	10.3%	2,390	2,293	4.2%
Impairment	—	—	—	n/a	n/a	(572)	—	n/a
Other gains and losses, net	235	(54)	318	n/a	-26.1%	326	26	1,153.8%
Income before income taxes	<u>\$ 9,385</u>	<u>\$ 7,309</u>	<u>\$17,456</u>	<u>28.4%</u>	<u>-46.2%</u>	<u>\$ 22,301</u>	<u>\$ 45,655</u>	<u>-51.2%</u>
Operating income margin	20.4%	15.6%	33.0%			16.2%	27.5%	

International Business Segment

	Three Months Ended			% Change From		Nine Months Ended		
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018	June 30, 2019	Sept. 30, 2018	Sept. 30, 2019	Sept. 30, 2018	% Change
Operating Revenues:								
Advisory fees	\$25,056	\$22,557	\$21,463	11.1%	16.7%	\$69,936	\$45,248	54.6%
Other income	631	590	718	6.9%	-12.1%	1,760	1,854	-5.1%
Total revenues	<u>25,687</u>	<u>23,147</u>	<u>22,181</u>	<u>11.0%</u>	<u>15.8%</u>	<u>71,696</u>	<u>47,102</u>	<u>52.2%</u>
Operating Expenses:								
Compensation and benefits	4,349	4,604	4,504	-5.5%	-3.4%	13,475	11,740	14.8%
Fund management and administration	7,038	7,071	6,377	-0.5%	10.4%	20,935	14,135	48.1%
Marketing and advertising	611	574	770	6.4%	-20.6%	1,703	1,913	-11.0%
Sales and business development	1,230	1,304	1,023	-5.7%	20.2%	3,597	2,438	47.5%
Contractual gold payments	3,502	3,110	2,880	12.6%	21.6%	9,710	5,595	73.5%
Professional and consulting fees	351	241	390	45.6%	-10.0%	1,002	1,127	-11.1%
Occupancy, communications and equipment	334	337	299	-0.9%	11.7%	1,006	702	43.3%
Depreciation and amortization	21	22	24	-4.5%	-12.5%	66	63	4.8%
Third-party distribution fees	99	52	9	90.4%	1,000.0%	213	130	63.8%
Acquisition-related costs	190	33	209	475.8%	-9.1%	525	2,229	-76.4%
Other	385	627	603	-38.6%	-36.2%	1,479	1,275	16.0%
Total expenses	<u>18,110</u>	<u>17,975</u>	<u>17,088</u>	<u>0.8%</u>	<u>6.0%</u>	<u>53,711</u>	<u>41,347</u>	<u>29.9%</u>
Operating income	7,577	5,172	5,093	46.5%	48.8%	17,985	5,755	212.5%
Other Income/(Expenses):								
Interest expense	(2,635)	(2,716)	(2,551)	-3.0%	3.3%	(8,051)	(4,734)	70.1%
(Loss)/gain on revaluation of deferred consideration – gold payments	(6,306)	(4,037)	7,732	56.2%	n/a	(5,939)	17,630	n/a
Interest income	6	—	—	n/a	n/a	6	—	n/a
Other gains and losses, net	608	338	(200)	79.9%	n/a	(3,826)	(670)	471.0%
(Loss)/income before income taxes	<u>\$ (750)</u>	<u>\$ (1,243)</u>	<u>\$10,074</u>	<u>-39.7%</u>	<u>n/a</u>	<u>\$ 175</u>	<u>\$17,981</u>	<u>-99.0%</u>
Operating income margin	29.5%	22.3%	23.0%			25.1%	12.2%	

WISDOMTREE INVESTMENTS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share amounts)

	<u>September 30,</u> <u>2019</u>	<u>December 31,</u> <u>2018</u>
	<u>(Unaudited)</u>	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 88,575	\$ 77,784
Securities owned, at fair value	3,376	8,873
Accounts receivable	24,381	25,834
Income taxes receivable	—	1,181
Prepaid expenses	5,297	4,441
Other current assets	<u>1,134</u>	<u>163</u>
Total current assets	122,763	118,276
Fixed assets, net	8,354	9,122
Notes receivable	32,368	28,722
Securities held-to-maturity	17,796	20,180
Deferred tax assets, net	5,655	7,042
Investments, carried at cost	28,080	28,080
Right of use assets – operating leases	18,543	—
Goodwill	85,856	85,856
Intangible assets	603,268	603,209
Other noncurrent assets	<u>1,076</u>	<u>2,155</u>
Total assets	<u>\$ 923,759</u>	<u>\$ 902,642</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Current liabilities:		
Fund management and administration payable	\$ 22,024	\$ 22,508
Compensation and benefits payable	19,810	18,453
Deferred consideration – gold payments	13,403	11,765
Securities sold, but not yet purchased, at fair value	568	1,698
Operating lease liabilities	3,671	—
Income taxes payable	3,122	—
Accounts payable and other liabilities	<u>8,879</u>	<u>8,377</u>
Total current liabilities	71,477	62,801
Long-term debt	181,359	194,592
Deferred consideration – gold payments	154,237	149,775
Operating lease liabilities	19,581	—
Deferred rent payable	<u>—</u>	<u>4,570</u>
Total liabilities	426,654	411,738
Preferred stock – Series A Non-Voting Convertible, par value \$0.01; 14,750 shares authorized, issued and outstanding	<u>132,569</u>	<u>132,569</u>
STOCKHOLDERS' EQUITY		
Common stock, par value \$0.01; 250,000 shares authorized:		
Issued and outstanding: 154,819 and 153,202 at September 30, 2019 and December 31, 2018, respectively	1,548	1,532
Additional paid-in capital	370,103	363,655
Accumulated other comprehensive income	35	467
Accumulated deficit	<u>(7,150)</u>	<u>(7,319)</u>
Total stockholders' equity	364,536	358,335
Total liabilities and stockholders' equity	<u>\$ 923,759</u>	<u>\$ 902,642</u>

WISDOMTREE INVESTMENTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	Nine Months Ended	
	Sept. 30, 2019	Sept. 30, 2018
Cash flows from operating activities:		
Net income	\$ 15,455	\$ 48,197
Adjustments to reconcile net income to net cash provided by operating activities:		
Advisory fees received in gold and other precious metals	(36,306)	(21,998)
Contractual gold payments	9,710	5,595
Stock-based compensation	8,581	10,078
Loss/(gain) on revaluation of deferred consideration – gold payments	5,939	(17,630)
Amortization of right of use asset	2,379	—
Amortization of credit facility issuance costs	2,159	1,360
Paid-in-kind interest income	(1,856)	(1,373)
Deferred income taxes	1,383	(1,251)
Depreciation and amortization	792	998
Impairment	572	—
Other	(330)	810
Changes in operating assets and liabilities:		
Securities owned, at fair value	5,497	(2,735)
Accounts receivable	2,358	3,771
Income taxes receivable/payable	4,350	7,654
Prepaid expenses	(888)	(621)
Gold and other precious metals	25,751	18,472
Other assets	(571)	954
Fund management and administration payable	(366)	1,998
Compensation and benefits payable	1,476	(21,025)
Securities sold, but not yet purchased, at fair value	(1,130)	1,068
Operating lease liabilities	(2,662)	—
Accounts payable and other liabilities	788	(4,122)
Net cash provided by operating activities	<u>43,081</u>	<u>30,200</u>
Cash flows from investing activities:		
Purchase of fixed assets	(25)	(45)
Funding of notes receivable	(1,790)	(8,000)
Proceeds from held-to-maturity securities maturing or called prior to maturity	2,313	1,096
Proceeds from sales and maturities of debt securities available-for-sale	—	64,498
Cash paid for acquisition, net of cash acquired	—	(239,313)
Net cash provided by/(used in) investing activities	<u>498</u>	<u>(181,764)</u>
Cash flows from financing activities:		
Dividends paid	(15,286)	(14,202)
Repayment of long-term debt	(15,000)	—
Shares repurchased	(2,187)	(1,430)
Credit facility issuance costs	—	(8,690)
Preferred stock issuance costs	—	(181)
Proceeds from the issuance of long-term debt	—	200,000
Proceeds from exercise of stock options	70	157
Net cash (used in)/provided by financing activities	<u>(32,403)</u>	<u>175,654</u>
Decrease in cash flows due to changes in foreign exchange rate	(385)	(1,158)
Net increase in cash and cash equivalents	10,791	22,932
Cash and cash equivalents – beginning of period	77,784	54,193
Cash and cash equivalents – end of period	<u>\$ 88,575</u>	<u>\$ 77,125</u>
Supplemental disclosure of cash flow information:		
Cash paid for taxes	<u>\$ 5,439</u>	<u>\$ 8,759</u>
Cash paid for interest	<u>\$ 6,997</u>	<u>\$ 3,351</u>

WisdomTree Investments, Inc.
Key Operating Statistics (Unaudited)

	Three Months Ended		
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018
GLOBAL ETPs (in millions)			
Beginning of period assets	\$60,389	\$59,111	\$59,970
Inflows/(outflows)	(670)	337	(1,233)
Market appreciation/(depreciation)	474	941	403
Fund closures	(181)	—	—
End of period assets	<u>\$60,012</u>	<u>\$60,389</u>	<u>\$59,140</u>
Average assets during the period	\$60,314	\$58,569	\$59,460
Average ETF advisory fee during the period	0.44%	0.45%	0.48%
Revenue days	92	91	92
Number of ETFs – end of the period	366	536	535
U.S. LISTED ETFs (in millions)			
Beginning of period assets	\$39,220	\$39,366	\$41,340
Inflows/(outflows)	(1,197)	(166)	(878)
Market appreciation/(depreciation)	(431)	20	1,094
End of period assets	<u>\$37,592</u>	<u>\$39,220</u>	<u>\$41,556</u>
Average assets during the period	\$37,857	\$38,945	\$41,555
Average ETF advisory fee during the period	0.44%	0.44%	0.48%
Number of ETFs – end of the period	80	79	84
INTERNATIONAL LISTED ETPs (in millions)			
Beginning of period assets	\$21,169	\$19,745	\$18,630
Inflows/(outflows)	527	503	(355)
Market appreciation/(depreciation)	905	921	(691)
Fund closures	(181)	—	—
End of period assets	<u>\$22,420</u>	<u>\$21,169</u>	<u>\$17,584</u>
Average assets during the period	\$22,457	\$19,624	\$17,905
Average ETP advisory fee during the period	0.44%	0.46%	0.48%
Number of ETPs – end of the period	286	457	451
PRODUCT CATEGORIES (in millions)			
Commodity & Currency			
Beginning of period assets	\$18,446	\$16,978	\$16,115
Inflows/(outflows)	558	563	(418)
Market appreciation/(depreciation)	973	905	(699)
End of period assets	<u>\$19,977</u>	<u>\$18,446</u>	<u>\$14,998</u>
Average assets during the period	\$19,804	\$16,906	\$15,330
U.S. Equity			
Beginning of period assets	\$16,021	\$15,880	\$14,301
Inflows/(outflows)	242	103	347
Market appreciation/(depreciation)	153	38	538
End of period assets	<u>\$16,416</u>	<u>\$16,021</u>	<u>\$15,186</u>
Average assets during the period	\$16,004	\$15,808	\$14,950
International Developed Market Equity			
Beginning of period assets	\$13,690	\$14,416	\$20,218
Inflows/(outflows)	(1,001)	(729)	(1,277)
Market appreciation/(depreciation)	(145)	3	647
End of period assets	<u>\$12,544</u>	<u>\$13,690</u>	<u>\$19,588</u>
Average assets during the period	\$12,750	\$13,960	\$19,796

Emerging Market Equity			
Beginning of period assets	\$6,090	\$5,730	\$5,643
Inflows/(outflows)	173	367	(216)
Market appreciation/(depreciation)	(449)	(7)	(81)
End of period assets	<u>\$5,814</u>	<u>\$6,090</u>	<u>\$5,346</u>
Average assets during the period	\$5,851	\$5,785	\$5,548
Fixed Income			
Beginning of period assets	\$4,258	\$4,023	\$1,400
Inflows/(outflows)	(582)	208	329
Market appreciation/(depreciation)	(21)	27	(9)
End of period assets	<u>\$3,655</u>	<u>\$4,258</u>	<u>\$1,720</u>
Average assets during the period	\$4,050	\$4,119	\$1,536
Leveraged & Inverse			
Beginning of period assets	\$1,149	\$1,226	\$1,340
Inflows/(outflows)	(5)	(63)	(70)
Market appreciation/(depreciation)	(6)	(14)	(20)
End of period assets	<u>\$1,138</u>	<u>\$1,149</u>	<u>\$1,250</u>
Average assets during the period	\$1,170	\$1,199	\$1,294
Alternatives			
Beginning of period assets	\$ 514	\$ 628	\$ 578
Inflows/(outflows)	(48)	(108)	72
Market appreciation/(depreciation)	2	(6)	24
End of period assets	<u>\$ 468</u>	<u>\$ 514</u>	<u>\$ 674</u>
Average assets during the period	\$ 490	\$ 574	\$ 628
Closed ETPs			
Beginning of period assets	\$ 221	\$ 230	\$ 375
Inflows/(outflows)	(7)	(4)	—
Market appreciation/(depreciation)	(33)	(5)	3
Fund closures	(181)	—	—
End of period assets	<u>\$ —</u>	<u>\$ 221</u>	<u>\$ 378</u>
Average assets during the period	\$ 195	\$ 218	\$ 378
Headcount – U.S. Business segment	142	143	151
Headcount – International Business segment	70	71	76

Note: Previously issued statistics may be restated due to fund closures and trade adjustments

Source: WisdomTree

Non-GAAP Financial Measurements

In an effort to provide additional information regarding our results as determined by GAAP, we also disclose certain non-GAAP information which we believe provides useful and meaningful information. Our management reviews these non-GAAP financial measurements when evaluating our financial performance and results of operations; therefore, we believe it is useful to provide information with respect to these non-GAAP measurements so as to share this perspective of management. Non-GAAP measurements do not have any standardized meaning, do not replace nor are superior to GAAP financial measurements and are unlikely to be comparable to similar measures presented by other companies. These non-GAAP financial measurements should be considered in the context with our GAAP results. The non-GAAP financial measurements contained in this release include:

- *Adjusted net income and adjusted diluted earnings per share.* We disclose adjusted net income and adjusted diluted earnings per share as non-GAAP financial measurements in order to report our results exclusive of items that are non-recurring or not core to our operating business. We believe presenting these non-GAAP financial measures provides investors with a consistent way to analyze our performance. These non-GAAP financial measures exclude the following:
 - Unrealized gains or losses on the revaluation of deferred consideration: Deferred consideration is an obligation we assumed in connection with the ETFs acquisition that is carried at fair value. This item represents the present value of an obligation to pay fixed ounces of gold into perpetuity and is measured using forward-looking gold prices. Changes in the forward-looking price of gold may have a material impact on the carrying value of the deferred consideration and our reported net income. We exclude this item when arriving at adjusted net income and adjusted diluted earnings per share as it is not core to our operating business. The item is not adjusted for income taxes as the obligation was assumed by a wholly-owned subsidiary of ours that is based in Jersey, a jurisdiction where we are subject to a zero percent tax rate.
 - Tax shortfalls and windfalls upon vesting and exercise of stock-based compensation awards: GAAP requires the recognition of tax windfalls and shortfalls within income tax expense. These items arise upon the vesting and exercise of stock-based compensation awards and the magnitude is directly correlated to the number of awards vesting/exercised as well as the difference between the price of our stock on the date the award was granted and the date the award vested or was exercised. We exclude these items when determining adjusted net income and adjusted diluted earnings per share as they introduce volatility in earnings and are not core to our operating business.
 - Other items: Severance expense of \$1.5 million (or \$1.2 million after-tax) for the second quarter of 2019 and acquisition-related costs of \$0.2 million, \$0.03 million and \$0.5 million (or \$0.2 million, \$0.03 million and \$0.4 million after-tax) for the third quarter of 2019, second quarter of 2019, and third quarter of 2018, respectively, are excluded when determining adjusted net income and adjusted earnings per share.
- *Adjusted effective income tax rate.* We disclose our adjusted effective income tax rate as a non-GAAP financial measurement in order to report our effective income tax rate exclusive of items that are non-recurring or not core to our operating business. We believe reporting our adjusted effective income tax rate provides investors with a consistent way to analyze our income taxes. Our adjusted effective income tax rate is calculated by dividing adjusted income tax expense by adjusted income before income taxes. See “adjusted net income and adjusted diluted earnings per share” above for information regarding the items that are excluded.
- *Gross margin and gross margin percentage.* We disclose our gross margin and gross margin percentage as non-GAAP financial measurements for our U.S. Business segment and International Business segment because we believe they provide investors with a consistent way to analyze the amount we retain after paying third-party service providers to operate our ETPs. These ratios also assist us in analyzing the profitability of our products. We define gross margin as total operating revenues less fund management and administration expenses. Gross margin percentage is calculated as gross margin divided by total operating revenues.
- *Adjusted operating income margin.* We disclose adjusted operating income margin as a non-GAAP financial measurement on a consolidated basis, as well as for our U.S. Business segment and International Business segment in order to report our operating income margin exclusive of items that are non-recurring or not core to our operating business.

WISDOMTREE INVESTMENTS, INC. AND SUBSIDIARIES
GAAP to NON-GAAP RECONCILIATION
(in thousands)
(Unaudited)

Consolidated

	Three Months Ended		
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018
Adjusted Net Income and Diluted Earnings per Share:			
Net income, as reported	\$ 4,152	\$ 2,479	\$ 22,049
Add back/(deduct): Unrealized loss/(gain) on revaluation of deferred consideration	6,306	4,037	(7,732)
Add back: Severance expense, net of income taxes	—	1,194	—
Add back: Tax shortfalls upon vesting and exercise of stock-based compensation awards	30	76	135
Add back: Acquisition-related costs, net of income taxes	154	27	356
Adjusted net income	\$ 10,642	\$ 7,813	\$ 14,808
Weighted average common shares - diluted	167,163	167,249	166,622
Adjusted earnings per share - diluted	\$ 0.06	\$ 0.05	\$ 0.09

	Three Months Ended		
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018
Adjusted Operating Income Margin:			
Operating revenues	\$ 67,718	\$ 66,293	\$ 72,570
Operating income	\$ 16,131	\$ 11,911	\$ 21,708
Add back: Severance expense, before income taxes	—	1,475	—
Add back: Acquisition-related costs, before income taxes	190	33	456
Adjusted operating income	\$ 16,321	\$ 13,419	\$ 22,164
Adjusted operating income margin	24.1%	20.2%	30.5%

	Three Months Ended		
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018
Adjusted Effective Income Tax Rate:			
Income before income taxes	\$ 8,635	\$ 6,066	\$ 27,530
Add back/(deduct): Unrealized loss/(gain) on revaluation of deferred consideration	6,306	4,037	(7,732)
Add back: Severance expense, before income taxes	—	1,475	—
Add back: Acquisition-related costs, before income taxes	190	33	456
Adjusted income before income taxes	\$ 15,131	\$ 11,611	\$ 20,254
Income tax expense	\$ 4,483	\$ 3,587	\$ 5,481
Add back: Tax benefit arising from severance expense	—	281	—
Deduct: Tax shortfalls upon vesting and exercise of stock-based compensation awards	(30)	(76)	(135)
Add back: Tax benefit arising from acquisition-related costs	36	6	100
Adjusted income tax expense	\$ 4,489	\$ 3,798	\$ 5,446
Adjusted effective income tax rate	29.7%	32.7%	26.9%

U.S. Business Segment

	Three Months Ended		
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018
Gross Margin and Gross Margin Percentage:			
Operating revenues	\$42,031	\$43,146	\$50,389
Less: Fund management and administration	(8,072)	(8,505)	(8,915)
Gross margin	<u>\$33,959</u>	<u>\$34,641</u>	<u>\$41,474</u>
Gross margin percentage	<u>80.8%</u>	<u>80.3%</u>	<u>82.3%</u>

	Three Months Ended		
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018
Adjusted Operating Income Margin:			
Operating revenues	\$42,031	\$43,146	\$50,389
Operating income	\$ 8,554	\$ 6,739	\$16,615
Add back: Severance expense, before income taxes	—	1,366	—
Add back: Acquisition-related costs, before income taxes	—	—	247
Adjusted operating income	<u>\$ 8,554</u>	<u>\$ 8,105</u>	<u>\$16,862</u>
Adjusted operating income margin	<u>20.4%</u>	<u>18.8%</u>	<u>33.5%</u>

International Business Segment

	Three Months Ended		
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018
Gross Margin and Gross Margin Percentage:			
Operating revenues	\$25,687	\$23,147	\$22,181
Less: Fund management and administration	(7,038)	(7,071)	(6,377)
Gross margin	<u>\$18,649</u>	<u>\$16,076</u>	<u>\$15,804</u>
Gross margin percentage	<u>72.6%</u>	<u>69.5%</u>	<u>71.3%</u>

	Three Months Ended		
	Sept. 30, 2019	June 30, 2019	Sept. 30, 2018
Adjusted Operating Income Margin:			
Operating revenues	\$25,687	\$23,147	\$22,181
Operating income	\$ 7,577	\$ 5,172	\$ 5,093
Add back: Severance expense, before income taxes	—	109	—
Add back: Acquisition-related costs, before income taxes	190	33	209
Adjusted operating income	<u>\$ 7,767</u>	<u>\$ 5,314</u>	<u>\$ 5,302</u>
Adjusted operating income margin	<u>30.2%</u>	<u>23.0%</u>	<u>23.9%</u>



Michael Steinhardt Retires from WisdomTree's Board of Directors

In 15 Years as Chairman of the Board Steinhardt Provided Early Support and Great Vision for the Company's Continued Success

Lead Independent Director Frank Salerno succeeds Steinhardt as Chairman

New York, NY – (GlobeNewswire) – October 23, 2019 – WisdomTree Investments, Inc. (NASDAQ: WETF), an exchange-traded fund (“ETF”) and exchange-traded product (“ETP”) sponsor and asset manager, today announced that Michael Steinhardt has retired from WisdomTree’s Board of Directors after serving as its Chairman for the past 15 years. Frank Salerno, the current lead independent director of the Board, has been appointed to replace Mr. Steinhardt as Chairman. Mr. Salerno has been a member of WisdomTree’s Board since July 2005, serving as lead independent director, chair of the Audit Committee and chair of the Compensation Committee during his tenure.

Jonathan Steinberg, WisdomTree founder and CEO, said, “Michael’s involvement at the birth of WisdomTree was absolutely crucial. His presence and belief in the company lent us instant credibility and helped us to attract the necessary capital and talent to compete in the dynamic, fast-growing ETF industry. Michael’s ongoing guidance and influential position as Chairman have helped WisdomTree evolve from a research company into the robust and performance-focused ETF sponsor and asset manager we are today. He has provided great vision, leadership and instinctive insight into the industry. We are grateful to Michael for his many contributions to our success.”

“We are excited that Frank has become WisdomTree’s new Chairman. He has been an invaluable board leader and contributor throughout his tenure and has a long and storied career in the investment management business. WisdomTree will benefit greatly from Frank as he takes up this important role,” Steinberg continued.

“It has been my privilege to serve as WisdomTree’s Chairman for the past 15 years,” said Mr. Steinhardt. “When I first invested in WisdomTree and began my tenure as Chairman, the company was undertaking a significant strategic repositioning. My investment has been returned many times over and today, WisdomTree is a leading player in the ETF industry. I am proud to have played a role and I look forward to seeing how Frank, Jono and the WisdomTree team take the company to new heights.”

“I have had the pleasure of working closely alongside Michael and the rest of the WisdomTree Board to identify opportunities to enhance the company’s strategy and direction,” said Mr. Salerno. “I want to thank Michael for his leadership as Chairman in helping build WisdomTree, and I look forward to serving as Chairman during the next chapter of WisdomTree’s continued success.”

Prior to joining WisdomTree’s Board, 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, including the management of its domestic index management business and as 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. He 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.

About WisdomTree

WisdomTree Investments, Inc., through its subsidiaries in the U.S., Europe and Canada (collectively, “WisdomTree”), is an exchange-traded fund (“ETF”) and exchange-traded product (“ETP”) sponsor and asset manager headquartered in New York. WisdomTree offers products covering equities, fixed income, currencies, commodities and alternative strategies. WisdomTree currently has approximately \$61.4 billion in assets under management globally.

WisdomTree® is the marketing name for WisdomTree Investments, Inc. and its subsidiaries worldwide.

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