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

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**FORM 8-A/A**  
(Amendment No. 1)

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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

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**WisdomTree Investments, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation or organization)

**13-3487784**  
(I.R.S. Employer Identification No.)

**250 West 34th Street, 3rd Floor**  
**New York, NY**  
(Address of principal executive offices)

**10119**  
(Zip Code)

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

Title of each class  
to be so registered  
**Preferred Stock Purchase Rights**

Name of each exchange on which  
each class is to be registered  
**The NASDAQ Stock Market LLC**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement file number to which this form relates:  
Not applicable (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:  
**None**  
(Title of class)

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

WisdomTree Investments, Inc. (the “Company”) hereby amends its registration statement on Form8-A, which the Company filed with the Securities and Exchange Commission (the “SEC”) on March 14, 2022, as follows:

### Item 1. Description of Registrant’s Securities to be Registered.

On May 25, 2022, the Company and Continental Stock Transfer & Trust Company, as rights agent, entered into Amendment No. 1 (the “Amendment”) to the Stockholder Rights Agreement, dated as of March 14, 2022 (the “Rights Agreement”). Pursuant to the Amendment, the Final Expiration Date (as defined in the Rights Agreement) was advanced from the Close of Business on March 13, 2023 to the Close of Business on June 2, 2022. As a result of the Amendment, effective as of the Close of Business on June 2, 2022, the Rights (as defined in the Rights Agreement) expired and are no longer outstanding and the Rights Agreement, as amended by the Amendment, has terminated. Capitalized terms used but not defined herein have the meaning given in the Rights Agreement.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the Rights Agreement and the Amendment, copies of which are attached hereto as Exhibit 4.1 and Exhibit 4.2 and are incorporated herein by reference.

### Item 2. Exhibits.

- 3.1 [Certificate of Elimination of the Series B Junior Participating Cumulative Preferred Stock of the Company, dated June 2, 2022.](#)
- 4.1 [Stockholder Rights Agreement, dated as of March 14, 2022, between the Company and Continental Stock Transfer & Trust Company, as Rights Agent \(incorporated herein by reference to Exhibit 4.1 to the Company’s Form 8-A filed with the SEC on March 14, 2022\).](#)
- 4.2 [Amendment No. 1 to Stockholder Rights Agreement, dated as of May 25, 2022, between the Company and Continental Stock Transfer & Trust Company, as Rights Agent \(incorporated herein by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the SEC on May 26, 2022\).](#)

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

WisdomTree Investments, Inc.

June 2, 2022

By: /s/ Marci Frankenthaler

Marci Frankenthaler  
Chief Legal Officer and Secretary

**CERTIFICATE OF ELIMINATION  
OF  
SERIES B JUNIOR PARTICIPATING CUMULATIVE PREFERRED STOCK  
OF  
WISDOMTREE INVESTMENTS, INC.**

(Pursuant to Section 151(g)  
of the General Corporation Law of the State of Delaware)

WisdomTree Investments, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: that the Certificate of Designations of Series B Junior Participating Cumulative Preferred Stock of the Corporation establishing 40,000 shares of the Series B Junior Participating Cumulative Preferred Stock of the Corporation was originally filed in the office of the Secretary of State of the State of Delaware on March 14, 2022 (the "Certificate of Designations").

SECOND: that no shares of said Series B Junior Participating Cumulative Preferred Stock of the Corporation are outstanding and no shares thereof will be issued subject to said Certificate of Designations.

THIRD: that the Board of Directors of the Corporation (the "Board") on May 25, 2022 duly adopted the following resolution approving, authorizing and directing the elimination of the Series B Junior Participating Cumulative Preferred Stock of the Corporation:

**RESOLVED**, that, effective upon the effective date of the Cooperation Agreement, each of the Authorized Officers be, and hereby is, authorized and directed to execute and file with the Secretary of State of the State of Delaware a certificate pursuant to Sections 103 and 151(g) of the DGCL substantially in the form presented to the Board (the "Certificate of Elimination") setting forth these resolutions in order to eliminate from the Charter all matters set forth in the Certificate of Designations and all such other documents, supplements, exhibits and further information with respect thereto, in such form and with respect to such matters as the Authorized Officers (individually or by power of attorney) may deem necessary or desirable;

FOURTH: that in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, the certificate of incorporation of the Corporation is hereby amended to eliminate all reference to the Series B Junior Participating Cumulative Preferred Stock of the Corporation.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be executed by its duly authorized officer on this 2<sup>d</sup> day of June 2022.

WISDOMTREE INVESTMENTS, INC.

By: /s/ Marci Frankenthaler

Name: Marci Frankenthaler

Title: Chief Legal Officer and Secretary

[Signature Page to Certificate of Elimination]