
**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): July 15, 2022

WisdomTree Investments, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-10932

Delaware
(State or other jurisdiction
of incorporation)

13-3487784
(IRS Employer
Identification No.)

250 West 34th Street
3rd Floor
New York, NY 10119
(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 3.03. Material Modification To Rights of Security Holders.

The information set forth in Item 5.03 below is incorporated by reference herein in response to this Item.

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

On July 15, 2022, at the 2022 Annual Meeting of Stockholders (“2022 Annual Meeting”) of WisdomTree Investments, Inc. (the “Company”), the Company’s stockholders approved the 2022 Equity Plan (the “2022 Plan”). Additional details about the 2022 Plan are set forth in the Company’s Definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission (“SEC”) on June 10, 2022 (the “Proxy Statement”). The foregoing description is qualified in its entirety by the full text of the 2022 Plan which is set forth in Appendix B to the Proxy Statement and is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 15, 2022, at the 2022 Annual Meeting, the Company’s stockholders approved (1) an amendment to Article V of the Company’s Amended and Restated Certificate of Incorporation (the “Charter”) to phase out the classification of the Board of Directors over a two-year period commencing at the 2022 Annual Meeting (the “Declassification Amendment”); and (2) an amendment to Article IV of the Company’s Charter to increase the Company’s number of shares of authorized common stock, par value \$0.01 per share, from 250,000,000 shares to 400,000,000 shares and the corresponding increase in the total number of authorized shares of capital stock the Company may issue from 252,000,000 shares to 402,000,000 shares (the “Authorized Shares Amendment”).

The Declassification Amendment and the Authorized Shares Amendment, and the respective reasons therefor, are described in the Proxy Statement and are incorporated herein by reference.

On July 15, 2022, the Company filed two separate Certificates of Amendment to the Company’s Charter with the Delaware Secretary of State implementing each of (1) the Declassification Amendment and (2) the Authorized Shares Amendment. Certificates of Amendment implementing each of the Declassification Amendment and the Authorized Shares Amendment are filed as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K, and each are incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On July 15, 2022, the Company held its 2022 Annual Meeting. A total of 134,947,682 shares of the Company’s common stock were present or represented by proxy at the 2022 Annual Meeting, representing approximately 92.1% of the total outstanding common stock. At the 2022 Annual Meeting, the stockholders voted on the following six proposals and cast their votes as described below.

1. The Company’s stockholders approved an amendment to Article V of the Company’s Charter to declassify the Company’s Board of Directors.

	%			
FOR	VOTED FOR ⁽¹⁾	AGAINST	ABSTAIN	BROKER NON-VOTES
127,505,390	87.02%	113,385	50,787	7,278,120

2. The Company’s stockholders elected the following three nominees as Class II members to the Board of Directors of the Company to hold office until the 2023 annual meeting of stockholders and until their respective successors have been duly elected and qualified.

NAME	%				BROKER NON-VOTES
	FOR	VOTED FOR ⁽²⁾	AGAINST	ABSTAIN	
LYNN S. BLAKE	127,203,887	99.67%	408,612	57,063	7,278,120
SUSAN COSGROVE	126,606,870	99.21%	1,006,778	55,914	7,278,120
WIN NEUGER	122,804,266	96.19%	4,854,277	11,019	7,278,120

3. The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022.

FOR	% VOTED FOR ⁽²⁾	AGAINST	ABSTAIN	BROKER NON-VOTES
134,707,606	99.84%	206,633	33,443	—

4. The Company's stockholders approved an amendment to Article IV of the Company's Charter to increase the Company's authorized common stock from 250,000,000 shares to 400,000,000 shares and the corresponding increase in the total number of authorized shares of capital stock the Company may issue from 252,000,000 shares to 402,000,000 shares.

FOR	% VOTED FOR ⁽¹⁾	AGAINST	ABSTAIN	BROKER NON-VOTES
132,722,097	90.58%	2,205,358	20,227	—

5. The Company's stockholders approved a non-binding, advisory resolution on the compensation of the Company's named executive officers.

FOR	% VOTED FOR ⁽²⁾	AGAINST	ABSTAIN	BROKER NON-VOTES
115,738,796	90.68%	11,882,602	48,164	7,278,120

6. The Company's stockholders approved the Company's 2022 Plan.

FOR	% VOTED FOR ⁽²⁾	AGAINST	ABSTAIN	BROKER NON-VOTES
122,506,204	95.99%	5,116,437	46,921	7,278,120

(1) "% VOTED FOR" reported for proposal nos. 1 and 4 is the percentage of the Company's outstanding common stock voted "for" each respective proposal.

(2) "% VOTED FOR" reported for proposal nos. 2, 3, 5 and 6 is the percentage of votes cast "for" each respective proposal.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit 3.1 [Certificate of Amendment to the Amended and Restated Certificate of Incorporation \(Declassification of Board of Directors\).](#)

Exhibit 3.2 [Certificate of Amendment to the Amended and Restated Certificate of Incorporation \(Increase in Authorized Shares\).](#)

Exhibit 10.1 [WisdomTree Investments, Inc. 2022 Equity Plan \(incorporated by reference to Appendix B to the Company's Definitive Proxy Statement \(Schedule 14A\) filed with the SEC on June 10, 2022\).](#)

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: July 20, 2022

By: /s/ Marci Frankenthaler

Marci Frankenthaler
Chief Legal Officer

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WISDOMTREE INVESTMENTS, INC.**

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

WisdomTree Investments, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

1. Article V of the Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

“ARTICLE V

- (1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors;
- (2) Elections of Directors need not be by written ballot unless the Bylaws of the Corporation shall so provide;

(3) The number of Directors of the Corporation shall be fixed solely and exclusively by resolutions adopted from time to time by the Board of Directors. Until the 2024 annual meeting of stockholders (the “2024 Annual Meeting”), the Directors, other than those who may be elected by the holders of any series of Undesignated Preferred Stock, shall be classified, with respect to the term for which they severally hold office, into three classes, as nearly equal in number as reasonably possible. Each Director elected at the 2022 annual meeting of stockholders shall be elected for a one-year term expiring at the 2023 annual meeting of stockholders. Each Director elected at the 2023 annual meeting of stockholders shall be elected for a one-year term expiring at the 2024 Annual Meeting. At the 2024 Annual Meeting and each annual meeting of stockholders thereafter, all Directors shall be elected for a one-year term expiring at the next annual meeting of stockholders.

(4) In addition to the powers and authority expressly conferred upon them herein or by statute, the Directors hereby are empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Amended and Restated Certificate of Incorporation, and any Bylaws adopted by the stockholders; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the Directors which would have been valid if such Bylaws had not been adopted.

(5) Subject to the rights, if any, of the holders of any series of Undesignated Preferred Stock to elect Directors and to fill vacancies in the Board of Directors relating thereto, any and all vacancies in the Board of Directors, however occurring, including, without limitation, by reason of an increase in the size of the Board of Directors, or the death, resignation, disqualification or removal of a director, shall be filled solely and exclusively by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum of the Board of Directors, and not by the stockholders. Any Director appointed to fill a vacancy or newly created directorship shall hold office until the expiration of the term of office of the Director whom he or she has replaced and until his or her successor is elected and qualified or until his or her earlier resignation, death or removal. No decrease in the number of Directors shall shorten the term of any incumbent Director. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, shall exercise the powers of the full Board of Directors until the vacancy is filled.

(6) Subject to the rights, if any, of any series of Undesignated Preferred Stock to elect Directors and to remove any Director whom the holders of any such series have the right to elect, any Director (including persons elected by Directors to fill vacancies in the Board of Directors) may be removed from office by the affirmative vote of the holders of 75% or more of the outstanding shares of capital stock then entitled to vote at an election of Directors; provided, however that (a) until the 2024 Annual Meeting, Directors may be removed only for cause and (b) from and after the 2024 Annual Meeting, Directors may be removed with or without cause. At least forty-five (45) days prior to any annual or special meeting of stockholders at which it is proposed that any Director be removed from office, written notice of such proposed removal and the alleged grounds thereof shall be sent to the Director whose removal will be considered at the meeting.”

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of WisdomTree Investments, Inc. on this 15th day of July, 2022.

WISDOMTREE INVESTMENTS, INC.

By: /s/ Jonathan Steinberg
Name: Jonathan Steinberg
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WISDOMTREE INVESTMENTS, INC.**

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

WisdomTree Investments, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

1. The first paragraph of Article IV of the Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

“The total number of shares of all classes of stock that the Corporation shall have authority to issue is four hundred two million (402,000,000) shares, of which four hundred million (400,000,000) shares will be a class designated as common stock, with a par value of one cent (\$.01) per share (the “Common Stock”), and two million (2,000,000) shares shall be a class designated as undesignated shares of preferred stock, with a par value of one cent (\$.01) per share (the “Undesignated Preferred Stock”).”

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of WisdomTree Investments, Inc. on this 15th day of July, 2022.

WISDOMTREE INVESTMENTS, INC.

By: /s/ Jonathan Steinberg
Name: Jonathan Steinberg
Title: Chief Executive Officer