
**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): June 16, 2023

WisdomTree, 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)

Not Applicable
(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	WT	The New York Stock Exchange
Preferred Stock Purchase Rights		The New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders.

On June 16, 2023, WisdomTree, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “2023 Annual Meeting”). The Company’s stockholders voted on four proposals (each described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on May 1, 2023) at the 2023 Annual Meeting. First Coast Results, Inc., the independent inspector of election (the “Inspector of Election”) for the 2023 Annual Meeting, delivered its final vote tabulation on June 22, 2023 that certified the final voting results for each of the matters that were submitted to a vote at the 2023 Annual Meeting. Set forth below are the final voting results as provided by the Inspector of Election.

Each stockholder of record was entitled to one vote per share of common stock on each proposal. On April 27, 2023, the record date for the 2023 Annual Meeting (the “Record Date”), there were 149,263,168 shares of common stock outstanding. Present at the 2023 Annual Meeting in person or by proxy were holders of shares of common stock representing an aggregate of 135,464,425 votes, or 90.76% of the voting power entitled to vote at the 2023 Annual Meeting as of the Record Date, constituting a quorum.

Proposal 1. To elect three Class II members and three Class III members of the Company’s Board of Directors, to serve until the 2024 annual meeting of stockholders.

<u>WisdomTree Nominees</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
LYNN S. BLAKE	134,544,558	909,415	—
DANIELA MIELKE	118,040,449	17,409,695	—
WIN NEUGER	89,444,693	46,013,255	—
SHAMLA NAIDOO	116,661,532	18,792,440	—
FRANK SALERNO	59,322,512	76,137,122	—
JONATHAN STEINBERG	116,312,193	19,143,737	—

<u>ETFS Capital Limited Nominees</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
BRUCE E. AUST	46,046,410	87,650,285	—
TONIA PANKOPF	75,077,292	58,619,808	—
GRAHAM TUCKWELL AO	18,458,127	115,239,367	—

The Company’s stockholders voted to elect Lynn S. Blake, Daniela Mielke, Win Neuger, Shamla Naidoo, Jonathan Steinberg and Tonia Pankopf as directors to serve until the 2024 annual meeting of stockholders and until their respective successors have been duly elected and qualified.

Proposal 2. 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, 2023.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
134,954,774	125,620	384,031	—

The Company’s stockholders voted to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

Proposal 3. An advisory resolution to approve the compensation of the Company’s named executive officers.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
114,494,513	20,371,982	597,930	—

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

Proposal 4. The ratification of the adoption by the Board of Directors of the Stockholder Rights Agreement, dated March 17, 2023, by and between the Company and Continental Stock Transfer & Trust Company.

For	Against	Abstain	Broker Non-Votes
103,695,283	31,275,924	493,218	—

The Company's stockholders ratified the adoption by the Board of Directors of the Stockholder Rights Agreement, dated March 17, 2023, by and between the Company and Continental Stock Transfer & Trust Company.

Item 8.01 Other Events.

On June 16, 2023, the Company issued a press release announcing the preliminary results of the 2023 Annual Meeting described in Item 5.07 above. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by WisdomTree, Inc., dated June 16, 2023.
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, INC.

Date: June 22, 2023

By: /s/ Marci Frankenthaler

Marci Frankenthaler
Chief Legal Officer



WisdomTree Announces Preliminary Voting Results of its 2023 Annual Meeting of Stockholders

Stockholders elect five of six WisdomTree nominees

Voters decisively reject Graham Tuckwell

NEW YORK, June 16, 2023 – WisdomTree, Inc. (NYSE: WT) (“WisdomTree” or the “Company”), a global financial innovator, today announced the preliminary voting results of its 2023 Annual Meeting of Stockholders (“2023 Annual Meeting”). Based on the preliminary vote count provided by the Company’s proxy solicitor, stockholders have elected five of WisdomTree’s six nominees – Lynn S. Blake, Daniela Mielke, Shamla Naidoo, Win Neuger, and Jonathan Steinberg – to the Company’s Board of Directors (“Board”). Stockholders have also elected one of the three nominees proposed by ETF Capital Limited (“ETF Capital”), Tonia Pankopf, while rejecting Bruce Aust and Graham Tuckwell.

Jonathan Steinberg, Chief Executive Officer of WisdomTree, said, “Our Board and management team have spent significant time over the past several months engaging with our stockholders to discuss WisdomTree’s strategy for driving stockholder value. WisdomTree’s business has never been stronger, and we are well positioned to continue on our growth trajectory and execute on our long-term vision. Through their votes, stockholders have provided ETF Capital with Board representation proportionate to its investment in WisdomTree, while decisively rejecting Graham Tuckwell as a director.

“As a company, and as individuals, we are immensely thankful to Frank Salerno for his years of dedication and service to WisdomTree. Our growth, our success, and above all our healthy, respectful culture is a direct result of his expertise, experience, and deep personal commitment to this Company. He has made an incalculable impact on WisdomTree, and as we welcome Shamla Naidoo and Tonia Pankopf to our Board, we will strive to meet the high standard Frank has set. As Deborah Fuhr concludes her service with us, we would also like to thank her for her contributions to the WisdomTree Board.”

Preliminary results also indicate that WisdomTree stockholders voted FOR the Company’s proposals on say-on-pay and the ratification of the stockholder rights agreement and the Company’s accountant.

The preliminary vote count is subject to certification by the independent inspector of elections. Final voting results of the 2023 Annual Meeting will be made available in a Form 8-K to be filed with the Securities and Exchange Commission (the “SEC”). Final results will also be made available on WisdomTree’s investor relations website.

Advisors

BofA Securities is serving as financial advisor, and Goodwin Procter LLP is serving as legal counsel to WisdomTree. Innisfree M&A is serving as proxy solicitor and H/Advisors Abernathy is serving as strategic communications advisor.

About WisdomTree

WisdomTree is a global financial innovator, offering a well-diversified suite of exchange-traded products (ETPs), models and solutions. We empower investors to shape their future and support financial professionals to better serve their clients and grow their businesses. WisdomTree is leveraging the latest financial infrastructure to create products that provide access, transparency and an enhanced user experience. Building on our heritage of innovation, we are also developing next-generation digital products and structures, including digital funds and tokenized assets, as well as our blockchain-native digital wallet, WisdomTree Prime™.

WisdomTree currently has approximately \$94.2 billion in assets under management globally.

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



Cautionary Statement Regarding Forward-Looking Statements

Any statements contained in this press release that do not describe historical facts may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are identified by use of the words “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “projects,” “should,” “views,” and similar expressions. Any forward-looking statements contained herein are based on current expectations, but are subject to risks and uncertainties that could cause actual results to differ materially from those indicated, including, but not limited to, the impact and contributions of the slate of director nominees WisdomTree has nominated, the effectiveness of WisdomTree’s board refreshment process in identifying candidates with the set of skills to oversee WisdomTree’s strategy, the ability of the candidates proposed by Mr. Tuckwell to enhance WisdomTree’s board or enhance its strategy, and WisdomTree’s ability to achieve its financial and business plans, goals and objectives and drive stockholder value and growth, including with respect to its ability to successfully implement its strategy relating to WisdomTree Prime™, and other risk factors discussed from time to time in WisdomTree’s filings with the SEC, including those factors discussed under the caption “Risk Factors” in its most recent annual report on Form 10-K, filed with the SEC on February 28, 2023, and in subsequent reports filed with or furnished to the SEC. WisdomTree assumes no obligation and does not intend to update these forward-looking statements, except as required by law, to reflect events or circumstances occurring after today’s date.

Disclaimer

WisdomTree has neither sought nor obtained the consent from any third party to use any statements or information contained in this press release that have been obtained or derived from statements made or published by such third parties. Any such statements or information should not be viewed as indicating the support of such third parties for the views expressed herein.

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Category: Business Update