SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* SALERNO FRANK | | | | 2. Issuer Name and Ticker or Trading Symbol WisdomTree Investments, Inc. [WETF] | | | | | tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner | | |
|--|---------|---------------|--|---|----------------|----------------|----------------|--|--|--|----------|
| (Last) | (First) | (Middle) | 3. Date 0 03/10/2 | of Earliest Transac 2015 | ction (Month/D | ay/Year) | | Х | Officer (give title below) | | (specify |
| C/O WISDOMTREE INVESTMENTS, INC. 245 PARK AVENUE, 35TH FLOOR (Street) NEW YORK NY 10167 | | 4. If Ame | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | 6. Indivi X | dividual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | | | | | | | | | |
| | | Table I - Non | -Derivative | Securities Ac | quired, Dis | posed of, or E | Beneficial | ly Ow | ned | | |
| | | | | | | | | | | | |

| | 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Ir | Transaction Of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership | | |
|--|---------------------------------|--|---|--|--|---------|--|---|-------------------------|---|--|
| | | | | Code V Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | | | |
| | Common Stock | 03/10/2015 | | М | | 100,000 | Α | \$2.03 | 180,761(1) | D | |
| | Common Stock | 03/10/2015 | | S | | 30,600 | D | \$20.6119(2) | 150,161(1) | D | |
| | Common Stock | 03/11/2015 | | S | | 22,000 | D | \$20.8879 ⁽³⁾ | 128,161(1) | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transac Code (In 8) | | Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | | Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|---|--------|--|---|---------------------------------|---|------------|---------|--|--------------------|--|----------------------------------|--------|--------------------------------|--|---------------------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Stock Option (right to buy) | \$2.03 | 03/10/2015 | | М | | | 100,000 | (4) | 07/21/2015 | Common Stock | 100,000 | \$0.00 | 100,000 | D | |

Explanation of Responses:

1. Includes restricted stock award which vests as to 6,672 shares on June 27, 2015.

2. The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$20.50 to \$20.75, inclusive. The reporting person undertakes to provide to WisdomTree Investments, Inc., any security holder of WisdomTree Investments, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) of this Form 4.

3. The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$20.70 to \$21.14, inclusive. The reporting person undertakes to provide to WisdomTree Investments, Inc., any security holder of WisdomTree Investments, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) of this Form 4.

4. Exercisable as to 150,000 shares on each of July 22, 2006, 2007 and 2008.

Remarks:

/s/ Marci Frankenthaler, Attorneyin-Fact 03/12/2015

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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