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

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 Addre		rson*	2. Issuer Name and Ticker or Trading Symbol <u>WisdomTree Investments, Inc.</u> [WETF]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
			3. Date of Earliest Transaction (Month/Day/Year) 01/25/2021	x	Officer (give title below) Head of Strategy/E	Other (specify below)			
245 PARK AVENUE, 35TH FLOOR (Street) NEW YORK NY 10167			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv X	 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 				
			 n-Derivative Securities Acquired, Disposed of, or Benef	ficially Ow	ned				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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	01/25/2021		Α		22,486(1)	Α	\$0.00	61,294(2)	D	
Common Stock	01/25/2021		F		5,610 ⁽³⁾	D	\$0.00	55,684 ⁽²⁾	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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (In 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Performance Based Restricted Stock Units	\$0.00	01/25/2021		A		7,495		01/25/2024	(4)(5)	Common Stock	7,495	\$0.00	7,495	D	

Explanation of Responses:

1. Restricted stock awarded by Issuer on January 25, 2021 and vesting as to (i) 7,495 shares on each of January 25, 2022 and 2023 and (ii) 7,496 shares on January 25, 2024.

2. Includes restricted stock awards vesting as to (i) 7,495 shares on each of January 25, 2022 and 2023 and (ii) 7,496 shares on January 25, 2024.

3. Surrender of common stock to Issuer upon vesting of restricted stock award to cover withholding taxes

4. On the third anniversary of the grant date, the Performance-Based Restricted Stock Units ("PRSUs") will vest and the number of shares of the Issuer's common stock ("Common Stock") to be issued pursuant to the PRSUs will be determined based on the total shareholder return ("TSR") of the Common Stock relative to the respective TSRs of the stocks of a peer group of companies, each measured over a three-year period from the date of grant of the PRSUs. The number of shares of Common Stock to be issued upon vesting of the PRSUs will range between 0% to 200% of the number of shares indicated above (the target share amount).

5. (Continuation of Footnote 4) - If the Reporting Person's employment is terminated under certain circumstances or a change of control occurs prior to the third anniversary of the grant date, all or a portion of the PRSUs will vest and the number of shares of Common Stock to be issued pursuant to the PRSUs will be determined at such time, based on the respective TSRs of the Common Stock and the stocks of the peer group, each measured from the grant date to the accelerated vesting date. PRSUs have no voting rights and are generally non-transferable.

Remarks:

/s/ Marci Frankenthaler, Attorney- 01/27/2021 in-Fact

** 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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