

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

**FORM 8-A/A
(Amendment No. 3)**

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

WisdomTree, Inc.

(Exact name of registrant as specified in its charter)

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 New York Stock Exchange

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.

Securities to be registered pursuant to Section 12(g) of the Act:
None.

Explanatory Note

This Amendment No. 3 to Form 8-A is being filed by the registrant for the purpose of amending and supplementing the description of the registrant's securities contained in the Form 8-A filed by the registrant with the Securities and Exchange Commission (the "SEC") on March 20, 2023, as amended by Form 8-A/A filed by the registrant with the SEC on May 5, 2023 and May 10, 2023, respectively.

Item 1. Description of Registrant's Securities to be Registered.

On March 18, 2024, WisdomTree, Inc. (the "Company") entered into Amendment No. 3 (the "Amendment") to the Stockholder Rights Agreement, dated as of March 17, 2023, between the Company and Continental Stock Transfer & Trust Company, as Rights Agent, as amended (the "Rights Agreement"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Rights Agreement.

The Amendment extends the expiration date of the Rights Agreement. Specifically, the Rights will now expire at the close of business on March 17, 2025; provided that if the Company's stockholders have not ratified the extension of the Rights Agreement by the close of business on the first day after the Company's 2024 annual meeting of stockholders (including any adjournments or postponements thereof), the Rights will expire at such time, in each case, unless previously redeemed or exchanged by the Company.

The Amendment also changes the definition of Exercise Price in the Rights Agreement from \$32.00 to \$45.00.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Rights Agreement, as amended, and the Amendment, a copy of each of which is attached hereto as an exhibit and is incorporated herein by reference.

Item 2.

Exhibits.

- 4.1 [Stockholder Rights Agreement, dated as of March 17, 2023, between WisdomTree, Inc. and Continental Stock Transfer & Trust Company, as Rights Agent \(incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form 8-A filed with the SEC on March 20, 2023\).](#)
- 4.2 [Amendment No. 1 to Stockholder Rights Agreement, dated as of May 4, 2023, between WisdomTree, Inc. and Continental Stock Transfer & Trust Company, as Rights Agent \(incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the SEC on May 5, 2023\).](#)
- 4.3 [Amendment No. 2 to Stockholder Rights Agreement, dated as of May 10, 2023, between WisdomTree, Inc. and Continental Stock Transfer & Trust Company, as Rights Agent \(incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed with the SEC on May 10, 2023\).](#)
- 4.4 [Amendment No. 3 to Stockholder Rights Agreement, dated as of March 18, 2024, between WisdomTree, Inc. and Continental Stock Transfer & Trust Company, as Rights Agent \(incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the SEC on March 18, 2024\).](#)
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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, Inc.

March 18, 2024

By: /s/ Marci Frankenthaler

Marci Frankenthaler

Chief Legal Officer and Secretary
