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 Address of Reporting Person* Steinberg Jonathan L				r Name and Ticker omTree, Inc.	0,	bol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) C/O WISDOMTREE, INC.				of Earliest Transact 2023	ion (Month/Day	/Year)	x x	Director Officer (give title below) Chief Exec	Other (below) putive Officer			
250 WEST 34TH	I STREET, 3RD F	LOOR	4. If Ame	endment, Date of O	riginal Filed (M	onth/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)								Form filed by One I				
NEW YORK	NY	10119						Form filed by More	than One Reporti	ng Person		
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3) 2. Tran Date			2. Transaction Date	2A. Deemed Execution Date.	3. Transaction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3. 4 a	nd 5)	5. Amount of Securities	6. Ownership Form: Direct (D)	7. Nature of Indirect		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		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)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	01/25/2023		F		69,057 ⁽³⁾	D	\$0.0000	8,542,543 ⁽²⁾	D	
Common Stock	01/25/2023		Α		320,142(1)	Α	\$0.0000	8,611,600(2)	D	
Common Stock								798	Ι	By Spouse

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		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) of Disposed of (D (Instr. 3, 4 and 5)		e s (A) or l of (D)			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	(4)	01/25/2023		A		320,142		(5)	(5)	Common Stock	320,142	\$0.0000	320,142	D	

Explanation of Responses:

1. Restricted stock awarded by Issuer on January 25, 2023 and vesting as to 106,714 shares on each of January 25, 2024, January 25, 2025 and January 25, 2026.

2. Includes restricted stock awards vesting as to (i) 220,409 shares on January 25, 2024, (ii) 179,285 shares on January 25, 2025 and (iii) 106,714 shares on January 25, 2026.

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

4. Each performance-based restricted stock unit represents the right to receive, on the vesting date, one share of common stock for each such unit that vests.

5. These performance-based restricted stock units ("PRSUs") are scheduled to vest on January 25, 2026. The target number of PRSUs is reported on this form. Between 0% and 200% of the target number of PRSUs may vest and the number of shares of the Issuer's common stock ("Common Stock") to be issued 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 3-year period from the grant date. If the Reporting Person's employment is terminated under certain circumstances or a change of control occurs prior to the 3rd 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 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.

> /s/ Marci Frankenthaler, Attorney- 01/27/2023 in-Fact

> > Date

** Signature of Reporting Person

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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