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

,				ficially Ow	ned					
(City)	(State)	(Zip)								
(Street) NEW YORK	NY	10167		X		orting Person n One Reporting Person				
245 PARK AVI	ENUE, 35TH FL	LOOR	4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
C/O WISDOM	FREE INVESTM	IENTS, INC.			Chief Investment Strategist					
(Last)			3. Date of Earliest Transaction (Month/Day/Year) 12/10/2014	x	Officer (give title below)	Other (specify below)				
1. Name and Addre Siracusano L		rson*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>WisdomTree Investments, Inc.</u> [WETF]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					

# Table 1 - Non-Derivative Securities Acquired, Disposed of, or Benencially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Ir 8)		4. Securities Acquired (A) or Disposed 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	12/10/2014		М		65,000	Α	\$0.7	395,872 <sup>(2)</sup>	D	
Common Stock	12/10/2014		S		65,000	D	<b>\$15.3733</b> <sup>(1)</sup>	330,872(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)		
Stock Option (right to buy)	\$0.7	12/10/2014		М			65,000	(3)	01/25/2019	Common Stock	65,000	\$0.00	135,000	D	

#### Explanation of Responses:

1. The price included in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$15.24 to \$15.68, 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 (1) to this Form 4.

2. Includes restricted stock awards which vest as to (i) 21,073 shares on each of January 22, 2015 and 2016, (ii) 24,611 shares on each of January 14, 2015 and 2016 and (iii) 24,613 shares on January 14, 2017.

3. Exercisable as to 50,000 shares on each of January 26, 2010, 2011, 2012 and 2013.

### /s/ Marci Frankenthaler, Attorneyin-Fact <u>12/11/2014</u>

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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