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

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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				. Issuer Name and Ticke <u>WisdomTree Inve</u>					ionship of Reporting F all applicable) Director		suer % Owner			
(Last)	(First)	(Middle)		Date of Earliest Transa 2/19/2015	ction (Mc	onth/Da	ay/Year)			Officer (give title below)	Other (below)	specify		
C/O WISDOMTREE INVESTMENTS, INC. 245 PARK AVENUE, 35TH FLOOR				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				
(Street) NEW YORK (City)	NY (State)	10167 (Zip)								Form filed by More	than One Reporti	ıg Person		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date			2. Transactior Date (Month/Day/Yo	Execution Date,	3. 4. Securities Acquired (A) or D Transaction Of (D) (Instr. 3, 4 and 5) Code (Instr. 8)) or Disposed	5. Amount of 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			02/19/201	15	S		30,000	D	\$18.8315 ⁽¹⁾	110,761(2)	D			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

s

30,000

D

\$18.9394⁽³⁾

80,761(2)

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)	Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	Reported	(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)		

Explanation of Responses:

Common Stock

1. The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$18.98, 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) of this Form 4.

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

3. The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$18.80 to \$19.02, 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.

Remarks:

<u>/s/ Marci Frankenthaler, Attorney-</u> in-Fact 02/23/2015

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).

02/20/2015

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.