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 <sup>*</sup> STEINHARDT MICHAEL H				uer Name <b>and</b> Ticke domTree Inve	0,		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
(Last)	(First)	(Middle)		te of Earliest Transa 3/2015	action (Month/D	ay/Year)		Officer (give title below)		(specify		
712 FIFTH AVENUE 34TH FLOOR			4. If A	mendment, Date of	Original Filed (	Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(Street) NEW YORK	NY	10019						Form filed by More	than One Repor	ting Person		
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3) 2. Trans			2. Transaction	2A. Deemed	3.	4. Securities Acquired (A) or Disposed 5. Amount of			6. Ownership	7. Nature of		

1. The of Security (instr. 5)	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transac Code (In 8)		Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(Instr. 4)
Common Stock	03/03/2015		S		47,702	D	<b>\$19.424</b> <sup>(1)</sup>	14,622,619(2)	D	
Common Stock	03/04/2015		S		101,728	D	<b>\$19.4772</b> <sup>(3)</sup>	14,520,891(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		3A. Deemed Execution Date, if any (Month/Day/Year)			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)		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)	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:

1. The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$19.40 to \$19.48, 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 \$19.40 to \$19.54, 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:

/s/ Marci Frankenthaler, Attorneyin-Fact 03/05/2015

Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.

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.