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

OMB APPROV	/AL
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person* STEINHARDT MICHAEL H				2. Issuer Name and Ticker or Trading Symbol <u>WisdomTree Investments, Inc.</u> [WETF]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)		e of Earliest Transa 4/2015	action (Month/D	ay/Year)	- X	Director Officer (give title below)	10% O Other (below)	(specify		
712 FIFTH AVENUE 34TH FLOOR			4. If A	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 Form filed by More than One Reporting Person				
(Street) NEW YORK	NY	10019										
(City)	(State)	(Zip)										
		Table I - N	Ion-Derivative	e Securities A	cquired, Di	sposed of, or Beneficia	ally Ow	ned				
Date		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 Di Of (D) (Instr. 3, 4 and 5)	sposed 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			

			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(instr. 4)
Common Stock	08/04/2015		S		392,378	D	\$25.6134(1)	13,710,007(2)	D	
Common Stock	08/05/2015		S		315,583	D	\$ 25.8814 ⁽³⁾	13,394,424(2)	D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned										

(e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Price of 9. Number of 11. Nature 3. Transaction 10 Execution Date. Transaction Derivative Conversion Date Derivative Expiration Date Securities Underlying Derivative derivative Ownership of Indirect Beneficial Security (Instr. 3) or Exercise (Month/Day/Yea if any Code (Instr. Securities (Month/Day/Year) **Derivative Security** Security Securities Form: (Month/Day/Year) Direct (D) Price of 8) Acquired (A) (Instr. 3 and 4) (Instr. 5) Beneficially Ownership Derivative or Disposed of Owned or Indirect (Instr. 4) (D) (Instr. 3, 4 and 5) Security Following (I) (Instr. 4) Reported Transaction(s) Amount (Instr. 4) or Date Expiration Number v (D) (A) Title of Shares

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 \$25.25 to \$26.12, 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.

Exercisable

Date

2. Includes restricted stock award which vests as to 3,485 shares on June 24, 2016.

3. The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$25.45 to \$26.21, 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, Attorney-08/06/2015 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).

Code

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.