

# WISDOMTREE INVESTMENTS, INC.

Reported by  
**STEINBERG JONATHAN L**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/18/17 for the Period Ending 01/14/17

|             |   |
|-------------|---|
| Address     | 245 PARK AVENUE<br>35TH FLOOR<br>NEW YORK, NY 10167       |
| Telephone   | 212-801-2080  |
| CIK         | 0000880631  |
| Symbol      | WETF  |
| SIC Code    | 6211 - Security Brokers, Dealers, and Flotation Companies |
| Industry    | Investment Management & Fund Operators                    |
| Sector      | Financials  |
| Fiscal Year | 12/31   |

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
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[ ] 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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|  |   |  |
|--|---|--|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Steinberg Jonathan L</b><br><small>(Last) (First) (Middle)</small><br><br><b>C/O WISDOMTREE INVESTMENTS, INC., 245 PARK AVENUE, 35TH FLOOR</b><br><small>(Street)</small><br><br><b>NEW YORK, NY 10167</b><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>WisdomTree Investments, Inc. [ WETF ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>1/14/2017</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span><br><b>Chief Executive Officer</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>  |   |  |

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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  |   |  |   |
| Common Stock                    | 1/14/2017      |                                   | F                         |   | 21789<br><small>(1)</small>                                       | D          | \$0.00 | 7462212 <small>(2)</small>  | D  |   |
| Common Stock                    |                |                                   |                           |   |   |            |        | 798   | I  | By Spouse   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 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 Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: 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 |  |  |  |  |

**Explanation of Responses:**

- (1) Surrender of common stock to Issuer upon vesting of restricted stock award to cover withholding taxes.
- (2) Includes restricted stock awards which vest as to (i) 37,539 shares on January 28, 2017, (ii) 37,550 shares on January 28, 2018, (iii) 147,291 shares on each of January 27, 2017 and 2018 and (iv) 147,290 shares on January 27, 2019.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| <b>Steinberg Jonathan L</b><br><b>C/O WISDOMTREE INVESTMENTS, INC.</b><br><b>245 PARK AVENUE, 35TH FLOOR</b><br><b>NEW YORK, NY 10167</b> | <b>X</b>      |           | <b>Chief Executive Officer</b> |       |

**Signatures**

/s/ Marci Frankenthaler, Attorney-in-Fact 1/18/2017  
\*\*Signature of Reporting Person Date

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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