

WISDOMTREE INVESTMENTS, INC.

Reported by
STEINHARDT MICHAEL H

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 02/07/17 for the Period Ending 12/31/16

| | |
|-------------|---|
| Address | 245 PARK AVENUE 35TH FLOOR 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 5

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

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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).
[] Form 3 Holdings Reported
[] Form 4 Transactions Reported

ANNUAL 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

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * STEINHARDT MICHAEL H <small>(Last) (First) (Middle)</small> 712 FIFTH AVENUE, 34TH FLOOR <small>(Street)</small> NEW YORK, NY 10019 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol WisdomTree Investments, Inc. [WETF] 3. Statement for Issuer's Fiscal Year Ended <small>(MM/DD/YYYY)</small> <p align="center">12/31/2016</p> | 5. Relationship of Reporting Person(s) to Issuer <small>(Check all applicable)</small> <input checked="" type="checkbox"/> X Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security <small>(Instr. 3)</small> | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code <small>(Instr. 8)</small> | 4. Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small> | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <small>(Instr. 3 and 4)</small> | 6. Ownership Form: Direct (D) or Indirect (I) <small>(Instr. 4)</small> | 7. Nature of Indirect Beneficial Ownership <small>(Instr. 4)</small> |
|---|----------------|-----------------------------------|---|---|------------|-----------------------|---|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/8/2016 | | G | 1000000 | D | \$0.00 ⁽¹⁾ | 10835701 ⁽²⁾ | D | |
| Common Stock | | | | | | | 1000000 ⁽³⁾ | I | By The Judy and Michael Steinhardt Foundation |

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

| 1. Title of Derivate Security <small>(Instr. 3)</small> | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code <small>(Instr. 8)</small> | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small> | | 6. Date Exercisable and Expiration Date <small>(MM/DD/YYYY)</small> | | 7. Title and Amount of Securities Underlying Derivative Security <small>(Instr. 3 and 4)</small> | | 8. Price of Derivative Security <small>(Instr. 5)</small> | 9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year <small>(Instr. 4)</small> | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <small>(Instr. 4)</small> | 11. Nature of Indirect Beneficial Ownership <small>(Instr. 4)</small> |
|--|--|----------------|-----------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|---|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- (1) Shares transferred by the Reporting Person as a bona fide gift without consideration to The Judy and Michael Steinhardt Foundation.
- (2) Includes restricted stock award which vests as to 9,487 shares on June 20, 2017.
- (3) The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STEINHARDT MICHAEL H 712 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 10019 | X | | | |

Signatures

/s/ Marci Frankenthaler, Attorney-in-Fact

2/7/2017

**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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