

WISDOMTREE INVESTMENTS, INC.

Reported by
MUNI AMIT

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 01/31/17 for the Period Ending 01/27/17

| | |
|-------------|---|
| 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 4

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

OMB APPROVAL
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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

| | | | | | | | | |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Muni Amit | | | WisdomTree Investments, Inc. [WETF] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O WISDOMTREE INVESTMENTS, INC., 245 PARK AVENUE, 35TH FLOOR | | | 1/27/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| NEW YORK, NY 10167 | | | 1/30/2017 | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | | |

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

| 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 | 1/27/2017 | | F | | 11769 (1) | D | \$0.00 | 588424 (2) | D | |
| Common Stock | 1/28/2017 | | F | | 5201 (1) | D | \$0.00 | 583223 (3) | D | |

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) 14,068 shares on January 28, 2017, (ii) 14,072 shares on January 28, 2018, (iii) 31,861 shares of each of January 27, 2018 and 2019, (iv) 3,847 shares on each of January 25, 2018 and 2019 and (v) 3,848 shares on January 25, 2020.
- (3) Includes restricted stock awards which vest as to (i) 14,072 shares on January 28, 2018, (ii) 31,861 shares of each of January 27, 2018 and 2019, (iii) 3,847 shares on each of January 25, 2018 and 2019 and (iv) 3,848 shares on January 25, 2020.

Remarks:

This amendment is being filed to correct (i) the number of shares of common stock surrendered to Issuer reflected in Column 4 for the transaction which occurred on 1/28/2017, and (ii) the number of shares of common stock beneficially owned following such reported transaction in Column 5.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Muni Amit C/O WISDOMTREE INVESTMENTS, INC. 245 PARK AVENUE, 35TH FLOOR NEW YORK, NY 10167 | | | Chief Financial Officer | |

Signatures

/s/ Marci Frankenthaler, Attorney-in-Fact

1/31/2017

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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