

# **WISDOMTREE INVESTMENTS, INC.**

Reported by  
**ZIEMBA PETER M**

## **FORM 4/A**

(Amended Statement of Changes in Beneficial Ownership)

Filed 03/29/18 for the Period Ending 05/23/17

|             |  |
|-------------|--|
| 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>Ziamba Peter M</b><br><br>(Last) (First) (Middle)<br><br><b>C/O WISDOMTREE INVESTMENTS, INC., 245 PARK AVENUE, 35TH FLOOR</b><br><br>(Street)<br><br><b>NEW YORK, NY 10167</b><br><br>(City) (State) (Zip) | <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>5/23/2017</b></p><br><br><b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b><br><br><p align="center"><b>2/20/2018</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Administrative 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 |
|---|---|---|

**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                    | 2/15/2018      |                                   | G                         | V | 6000  | D          | \$0.00 | 865844  | D  |   |
| Common Stock (3)                | 5/23/2017      |                                   | G                         |   | 5600  | D          | \$0.00 | 860244  | 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) Shares transferred by the Reporting Person as a bona fide gift without consideration.
- (2) Includes restricted stock awards which vest as to (i) 15,313 shares on January 25, 2019, (ii) 29,977 shares on January 27, 2019, (iii) 15,314 shares on January 25, 2020 and (iv) 11,466 shares on January 25, 2021.
- (3) This Form 4 Amendment is being filed to report a bona fide gift without consideration that was made by the Reporting Person on May 23, 2017 and not previously reported.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                                     |       |
|---|---------------|-----------|-------------------------------------|-------|
|   | Director      | 10% Owner | Officer                             | Other |
| <b>Ziamba Peter M<br/>C/O WISDOMTREE INVESTMENTS, INC.<br/>245 PARK AVENUE, 35TH FLOOR<br/>NEW YORK, NY 10167</b> |               |           | <b>Chief Administrative Officer</b> |       |

**Signatures**

/s/ Marci Frankenthaler, Attorney-in-Fact

3/29/2018

\*\*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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