

WisdomTree Investments, Inc.
 Form 4
 March 11, 2015

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Steinberg Jonathan L

2. Issuer Name and Ticker or Trading Symbol
 WisdomTree Investments, Inc.
 [WETF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Last) (First) (Middle)
 C/O WISDOMTREE
 INVESTMENTS, INC., 245 PARK
 AVENUE, 35TH FLOOR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/09/2015

NEW YORK, NY 10167
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/09/2015 | | M | | 437,500 | A | \$ 0.7 |
| | | | | | | | 6,122,470 ⁽¹⁾ D |
| Common Stock | 03/09/2015 | | S | | 262,500 | D | \$ 20.5648 |
| | | | | | | | 5,859,970 ⁽¹⁾ ₍₂₎ D |
| Common Stock | 03/10/2015 | | M | | 437,500 | A | \$ 0.7 |
| | | | | | | | 6,297,470 ⁽¹⁾ D |
| Common Stock | 03/10/2015 | | S | | 262,500 | D | \$ 20.5984 |
| | | | | | | | 6,034,970 ⁽¹⁾ D |

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(3)

Common Stock 798 I By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 0.7 | 03/09/2015 | | M | 437,500 | (4) 01/25/2019 | Common Stock 437,500 |
| Stock Option (right to buy) | \$ 0.7 | 03/10/2015 | | M | 437,500 | (4) 01/25/2019 | Common Stock 437,500 |

Reporting Owners

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

Signatures

/s/ Marci Frankenthaler, 03/11/2015
Attorney-in-Fact

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Includes restricted stock awards which vest as to (i) 75,421 shares on January 22, 2016, (ii) 37,538 shares on January 28, 2016, (iii) 51,772 shares on each of January 14, 2016 and 2017, (iv) 37,539 shares on January 28, 2017 and (v) 37,550 shares on January 28, 2018.

The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$20.29 to \$20.882, 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 (2) of this Form 4.

(2) The price included in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$20.175 to \$20.7883, 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.

(3) Exercisable as to 437,500 shares on each of January 26, 2010, 2011, 2012 and 2013.

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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