

Lavine Bruce I
Form 4
May 29, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lavine Bruce I

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
380 MADISON AVENUE, 21ST
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chief Operating Officer

(Street)
NEW YORK, NY 10017

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	05/24/2012		S		25,000	D	6.65 (1)
Common Stock	05/25/2012		S		4,548	D	6.77 (2)
Common Stock							727,650 (3)
Common Stock	05/29/2012		S		57,904	D	\$ 6.67 669,746 (3)

(5)

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

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(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	05/29/2012		M	120,000	<u>(4)</u> 01/25/2019	Common Stock 120,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lavine Bruce I 380 MADISON AVENUE 21ST FLOOR NEW YORK, NY 10017	X Chief Operating Officer

Signatures

/s/ Peter M. Ziemba,
Attorney-in-Fact 05/29/2012

__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) The price included in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.50 to \$6.80, 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 footnotes (1), (2) and (5) to this Form 4.
- (2) The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.71 to \$6.80, inclusive.

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- (3) Includes (i) restricted stock award vesting as to 10,797 shares on January 25, 2013, and (ii) restricted stock award vesting as to 150,000 shares on each of July 31, 2013 and 2014.
- (4) Exercisable as to 150,000 shares on each of January 26, 2013 and July 31, 2015.
- (5) The price in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$6.59 to \$6.72, inclusive.

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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